

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.

(CIN No.L32202RJ1992PLC017750)

To

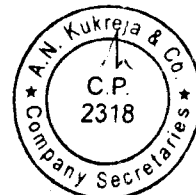
The Chairman of 21st Annual General Meeting of the members of Shyam Telecom Limited held on Tuesday the 30th September, 2014 at 11.00AM at Hotel Hilton, Plot No.42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan).

Dear Sir,

I, A. N. Kukreja, Proprietor, 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 21st Annual General Meeting of the Company, held on 30th September, 2014 at 11.00AM 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 boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes 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. I did not find any poll papers invalid.
4. The result of the Poll is as under:

- (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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 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 |
|---|------------------------------------|
| NIL | NIL |

(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.

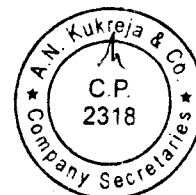
(Ordinary resolution)

(i) Voted in favour 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 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 |
|---|------------------------------------|
| NIL | NIL |

(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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 100 |

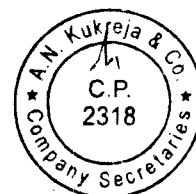
(ii) Voted against the resolution:

| 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 |
|---|------------------------------------|
| NIL | NIL |

(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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 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 |
|---|------------------------------------|
| NIL | NIL |

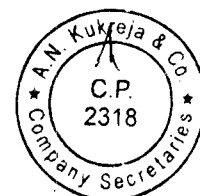
(5) **Resolution: Item No. 5.** To approve appointment and remuneration of Shri Ajay Khanna, (DIN. NO. 00027549) in terms of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and any amendment thereto, as Managing Director of the Company for a 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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 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 |
|---|------------------------------------|
| NIL | NIL |

(6) Resolution: Item No. 6: Appointment of Mr. Achintya Karati (DIN No.0024412) 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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 100 |

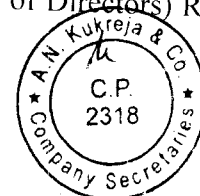
(i) Voted against the resolution:

| 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 |

(ii) Invalid votes:

| Total number of members (in person or by Proxy whose votes were declared invalid) | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

(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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 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 |

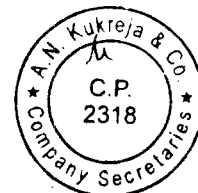
(iii) Invalid votes

| Total number of members (in person or by Proxy whose votes were declared invalid) | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

(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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 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 |
|---|------------------------------------|
| NIL | NIL |

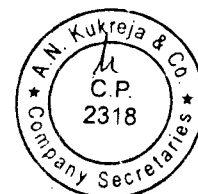
(9) **Resolution: Item No. 9:** Appointment of Mr. Narendra Kumbhat (DIN No. 00035665) whose period of office is liable to determination by retirement of directors by rotation, and in respect of the company has received notice in writing; in terms of Sections 149, 150, 152 read with Schedule IV and other 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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 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 |
|--|------------------------------------|
| NIL | NIL |

(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 of the resolution:

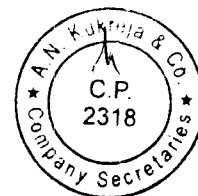
| Number of members present and Voting (in person or by proxy | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 36 | 2664 | 100 |

(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 |

(i i)Invalid votes:

| Total number of members (in person or by Proxy whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



(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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 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 |
|---|------------------------------------|
| NIL | NIL |

(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. Goyal 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 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 |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 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 |
|---|------------------------------------|
| NIL | NIL |

(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 of the resolution:

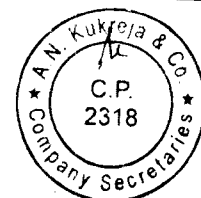
| Number of members present and Voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 36 | 2664 | 100 |

(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 |
|---|------------------------------------|
| NIL | NIL |



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.

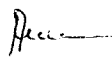
6. A combined report containing result of e-voting and Poll is attached as Annexure I.

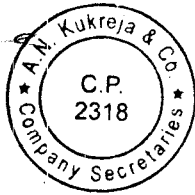
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe custody.

Thanking you,

Yours faithfully,

For A.N.Kukreja & Co.


(A.N.Kukreja)
Proprietor,
CP No.2318.



New Delhi.

September 30, 2014

To whomsoever it may concern

Reg: Shyam Telecom Limited

We hereby state that after the voting process was over, the Box(s) containing the Polling Papers in respect of the Poll taken on the 30th September, 2014 at the 21st Annual General Meeting of the Members of the Shyam Telecom Ltd. (CIN NO.L32202RJ992PLC017750) held on 30th September at 11:00 hrs. at Hotel Hilton, Plot No. 42 Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan) was/were opened by the Scrutinizer, Shri A.N.Kukreja, M/s A.N.Kukreja and Co., Company Secretaries (CP 2318), in our presence.

Witnesses:

1. Meht Roops Meht
305, Sukh Sage Apts
Bani Park Jaipur - 302016

2. Vidya Kumar Agrawal
B-13 Anaj Mandi
Chandpole - DADAR - Borey

Date: 30-9-2014

