

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

SHYAM
TELECOM LTD

Dated - May 22, 2019

The Manager, Department of Corporate Services Bombay Stock Exchange Limited ("BSE") Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001 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 Security Symbol - SHYAMTEL Through NEAPS
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SUB - ANNUAL SECRETARIAL COMPLIANCE REPORT PURSUANT TO SEBI CIRCULAR NUMBER - CIR/CFD/CMD1/27/2019 DATED FEBRUARY 08, 2019

Dear Sir/Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report pursuant to the provisions of the SEBI Circular Number - CIR/CFD/CMD1/27/2019 dated February 08, 2019.

This is for your information / records and circulation to the Members of the Exchange.

Thanking You

Yours Sincerely

For SHYAM TELECOM LIMITED

SAURAV GOEL
COMPANY SECRETARY



Encl:

1. Secretarial Compliance Report dated May 22, 2019.

**Secretarial Compliance Report of Shyam Telecom Limited for the year ended
31st March 2019 under Regulation 24A of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015**

CIN: L32202RJ1992PLC017750

To
The Board of Directors
Shyam Telecom Limited,
Corporate Office, New Delhi

We have examined:

- (a) all the documents and records made available to us and explanation provided by Shyam Telecom Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - (Not applicable for Review Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - (Not applicable for the Review Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ; -- (Not applicable for the Review Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not applicable for the Review Period)



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -- (Not applicable for the Review Period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (i) Other regulations as applicable, and circulars/ guidelines issued there under;
 - SEBI (Depositories and Participants) Regulations, 2018.

Circulars:

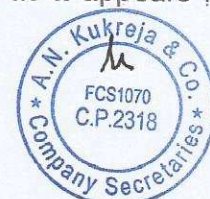
1. No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated 20.4.2018 requiring investors to furnish PAN/Bank details for transfer of dividend.
2. No. SBI/HO/OIAE/IGRD/CIR/P/2018/58 dated 26.3.2018 and No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated 3.5.2018, regarding new policy measures for redressal of investor grievances through SCORES platform
3. NO. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated 6.11.2018 regarding standardised norms for transfer of securities in physical mode read with Regulation 40 and Schedule VII of SEBI (LODR) Regulations), 2015.
4. No. SEBI /HO/MIRSD/DOS3/CIR/P/2018/115 dated 16.7.2018 – clarification on strengthening guidelines, raising industry standards for issuers, RTAs, etc.
5. NO. SEBI/HO/CFD/DCR/1/CIR/P/2018/85 dated 28.5.2018 regarding system driven additional disclosures under Regulation 29(1), 29(2) of SEBI (SAST) Regulations, 2011 and under Regulation 7(2) of SEBI (PIT) Regulations, 2015.

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.



- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year Ended 31.3.2018 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA

(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations. - NA
 2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations, e.g. In the report for the year ended 31st March, 2021, the PCS shall provide a list of: -- NA
- All the observations in the report pertaining to the year ended 31st March, 2020 along with the actions taken by the listed entity on those observations. ---- NA
 - The observations in the reports pertaining to the year ended 31st March, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised//observations in those reports. -- - NA

For A.N. Kukreja & Co.
Company Secretaries

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



Date: 22 May, 2019