

Corporate Office :

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

SHYAM
TELECOM LTD

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/ 9161/2013

23rd September, 2013

**Sub: Proceedings of the 20th Annual General Meeting of the Company
held on 23rd September, 2013 as per Clause 31.**

Dear Sir,

Ref: BSE Scrip Code-517411 & NSE Scrip Code- Shyamtel

Pursuant to Clause 31 of the Listing Agreement, we are giving herewith the proceedings of the 23rd Annual General Meeting of the Company held today i.e. Monday, 23rd day of September, 2013 at 11.00 AM, at Fortune Select Metropolitan, Near Nehru Sahkar Bhawan, C- Scheme, Bais Godam Circle, Jaipur- 302001 (Rajasthan) India.

The meeting was attended by requisite quorum and the resolutions relating to following businesses were passed with requisite majority.

**1. APPROVAL OF ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR
2013-2014**

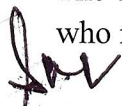
The members received, considered, adopted and approved the Audited Balance Sheet as at 31st March 2013 and the statement of Profit and Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.

2. RE- APPOINTMENT OF MR. RAJIV MEHROTRA

The members re-appointed Mr. Rajiv Mehrotra as a Director of the Company who retired by rotation and being eligible, offered himself for re-appointment.

3. RE- APPOINTMENT OF MR. ALOK TANDON

The members re-appointed Mr. Alok Tandon as a Director of the Company who retired by rotation and being eligible, offered himself for re-appointment.



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4. RE-APPOINTMENT OF MR. ARUN KHANNA

The members re-appointed Mr. Arun Khanna as a Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.

5. RE- APPOINTMENT OF STATUTORY AUDITORS

The members re-appointed M/s Mehra Goel & co., Chartered Accountants, as Statutory Auditors of the Company who shall hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and authorize the Audit Committee of the Board/Board of Directors to fix their remuneration.

6. RE- APPOINTMENT OF MR RAJIV MEHROTRA AS CHAIRMAN & MANAGING DIRECTOR.

The members re-appointed Mr. Rajiv Mehrotra Chairman & Managing Director of the company for a period of 5 years w.e.f. from 1st April, 2013 and the resolution was passed with overwhelming majority:

“RESOLVED THAT the approval be and is hereby granted to reappoint Mr. Rajiv Mehrotra Chairman & Managing Director of the Company for a term of 5 years w.e.f. from 1st April, 2013 in pursuance to Section 269, 198 & 309 read with Schedule XIII of the Companies Act, 1956, subject to the approval of the Shareholders and other applicable provisions of the Companies Act.”

“RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) or relaxation(s) or variation(s) by the Central Government to the Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary the terms and conditions of re-appointment in order to give effect to such amendment(s) or modification(s) or relaxation(s) or variation(s) without any further reference to the Company in the General Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

7. TO FIX THE REMUNERATION OF MR. AJAY KHANNA, MANAGING DIRECTOR

The members approved the fixation of Remuneration of Mr. Ajay Khanna, Managing Director of the company as following resolution was passed with overwhelming majority:


Regd. Office : MTS Tower, 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021 (RAJASTHAN) INDIA
Phone : 91- 0141- 5100343 Fax : 91 - 0141 - 5100310

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“RESOLVED THAT to fix the Remuneration of Mr. Ajay Khanna in accordance with the provisions of Schedule XIII as in force, as recommended by the Remuneration Committees with effect from 1st April, 2013 is approved by the shareholders as set out below-

SALARY	Rs. 1,00,000/- (Rupees One Lacs Only) per month
MEDICAL REIMBURSEMENT	Medical Expenses incurred by the Managing Director on self and family will be reimbursed subject to the maximum of Rs. 15,000/- (Rupees Fifteen Thousand Only) in a year
CONTRIBUTION TO PF, ETC.	Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company.
LEAVE TRAVEL CONCESSION	For self and the family once a year in accordance with the rules of the Company.
GRATUITY	Gratuity payable as per the rules of the Company.
LEAVE ENCASHMENT	Encashment of leave at the end of the tenure as per the rules of the Company.

“RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) or relaxation(s) or variation(s) by the Central Government to the Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary the terms and conditions in order to give effect to such amendment(s) or modification(s) or relaxation(s) or variation(s) without any further reference to the Company in the General Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”



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**8. TO FIX THE REMUNERATION OF MR. ALOK TANDON,
MANAGING DIRECTOR**

The members approved the fixation of Remuneration of Mr. Alok Tandon, Managing Director of the company as following resolution was passed with overwhelming majority:

“RESOLVED THAT to fix the remuneration of Mr. Alok Tandon in accordance with the provisions of Schedule XIII as in force, as recommended by the Remuneration Committees with effect from 1st April, 2013 is approved by the shareholders as set out below-

SALARY	Rs. 1,00,000/- (Rupees One Lacs Only) per month
MEDICAL REIMBURSEMENT	Medical Expenses incurred by the Managing Director on self and family will be reimbursed subject to the maximum of Rs. 15,000/- (Rupees Fifteen Thousand Only) in a year
CONTRIBUTION TO PF, ETC.	Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company.
LEAVE TRAVEL CONCESSION	For self and the family once a year in accordance with the rules of the Company.
GRATUITY	Gratuity payable as per the rules of the Company.
LEAVE ENCASHMENT	Encashment of leave at the end of the tenure as per the rules of the Company.

“RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) or relaxation(s) or variation(s) by the Central Government to the Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary the terms and conditions in order to give effect to such amendment(s) or modification(s) or relaxation(s) or variation(s) without any further reference to the Company in the General Meeting.”

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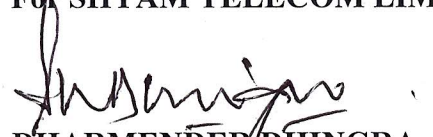
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

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

Thanking You

Yours Sincerely

For **SHYAM TELECOM LIMITED**


DHARMENDER DHINGRA
VICE PRESIDENT (LEGAL)
& COMPANY SECRETARY