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

> 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/9223/2015

30th September, 2015

CIN: L32202RJ1992PLC017750 Scrip code:517411

Sub: Details regarding voting results at AGM of the Company held on September 29, 2015

Dear Sir,

In compliance of Section 108 of the Companies Act, 2013 read with Companies (Management Administration) Rules, 2014 as amended and compliance of Clause 35A of the Listing Agreement with Stock Exchanges, we are forwarding herewith details regarding voting results of Annual General meeting a per format specified under Clause 35A of Listing Agreement in Annexure-Lalong with report of 1 Scrutinizer.

The result of voting has also been hosted on the websites of the Company and RTA.

This is submitted for information and record.

Thanking You

Yours Sincerely

For SHYAM TELECOM LIMITED

DHARMENDER DHINGRA VICE-PRESIDENT (LEGAL)

& COMPANY SECRETARY Encl.: (1) As Above

(2) Controledate à Sesutioners Rayse (3) Form no MGT-13 (4) E-Voting Cerulinezes Report.

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

CIN: L32202RJ2002PLCO17750

SUB: DETAILS REGARDING VOTING RESULTS AT THE 22ND AGM OF — THE COMPANY — CLAUSE 35A OF LISTING AGREEMENT

As per requirement of Clause 35A of the Listing Agreement with the stock exchanges, given below are the details of voting results at the 22^{nd} AGM of the Company held on 29.9.2015.

Shyam Telecom Limited

CIN: L32202RJ1992PLC017750

Date of AGM: Tuesday 29th September, 2015

Total number of shareholders on record date i.e. 12951

No. of shareholders present in the meeting either in

Person or through proxy:NIL

Promoters and promoter group: NA

Public: 34

No. of shareholders attended the meeting through video conferencing: NA

E Voting

Promoters and Promoter group: 17

Public: 5

----page 2



Registered Office

Corporate Office

Hari Bhoomi Complex, 330, Vinay nagar,

(Dethi Bypass), Rohtak-124 001 (Haryana) : G-65, BALI NAGAR, NEW DELHI - 110015

Tel.: EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232

Depository 47671218, 221 FAX: 25449863

CIN- U67^20HR1992PTC034972

Member: NSE Cash, F & O, Currency Derivatives, Debt.

BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives, Debt

Depository Participant - NSDL. CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

Shyam Telecom Ltd.

Item No.1: To receive, consider and adopt the audited Balance Sheet as at March 31, 2015 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, 2015 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon.

(Ordinary Resolution).

Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter	7463483	e-voting	6473365	86.7338	6473365	0	100	(1
Group		Poll				0	0	()
		Sub- total	6473365	86.7338	6473365	Ô	100	()
		e-voting	(0		0	0	(1
Public Institutional	0	Poll	C	0	()	0	()	()
	:	Sub- total	0	0	()	0	0	0
		e-voting	906	0.023801	906	0	100	()
Public- others	3806517	Poll	16175	0.424929	16175	0	100	()
		Sub- total	17081	0.44873	17081	0	100	()
Total	1127000 &		6490446	57.59047	6490446	0	100	0



Registered Office

Hari Bhoomi Complex, 330, Vinay nagar, (Delhi Bypass). Rohtak-124 001 (Haryana)

Corporate Office

G-65, BALL NAGAR, NEW DELHI - 110015

Depository 47671218, 221 FAX: 25449863

Tel.: EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232

CIN- U67 20HR1992PTC034972

Member: NSE Cash, F & O, Currency Derivatives, Debt.

BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives, Debt

Depository Participant - NSDL. CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

Item No.2: To appoint a Director in place of Mr. Arun Khanna. (DIN No.00041724), who retires by rotation and being eligible offers himself for reappointment.

(Ordinary resolution)

Ordinary Reso	lution							
Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
_			2	$\frac{(3)-(2)/(1)*10}{0}$	4	5	(6)=(4)/(2)*100	(7)=(5):(2)*100
Promoters	7463483	e-voting	6473365	86.7338	6473365	0	100	
and Promoter		Poll			-	()	0	()
Group		Sub-total	6473365	86.7338	6473365	0	100	()
		e-voting	0	0		0	0	() :
Public Institutional	() 	Poll	0	0	0	1)	()	()
			0	0	0	0	0	
		Sub-total						
Public-	3806517	e-voting	906	0.023801	906		100	(
others		Poll	16175	0.424929	16175	0	100	(
	<u>-</u>	Sub-total	17081	0.44873	17081	0	100	
Total	1127000		6490446	57.59047	6490446	()	100	(



Registered Office

Hari Bhoomi Complex, 330, Vinay nagar,

(Delhi Bypass), Rohtak-124 001 (Haryana)

Corporate Office

: G-65, BALI NAGAR, NEW DELHI - 110015

Tel.: EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232

Depository 47671218, 221 FAX: 25449863

CIN- U67120HR1992PTC034972

Wember: NSE Cash, F & O, Currency Derivatives, Debt.

BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives, Debt

Depository Participant - NSDL. CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

Item No.3: Appointment of M/s Mehra Goel & Co., Chartered Accountants (FRN 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 till the conclusion of AGM in the calendar 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 in consultation of with the Auditors.

(Ordinary Resolution)

Ordinary Reso	olution			<u> </u>				
Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3)=(2)/(1)*100		5	(6)=(4)/(2)*100	77) (5)/(2)*100
Promoters	7463483	e-voting	6473365	86.7338	6473365	0	100	()
and Promoter		Poll					0	()
Group		Sub-total	6473365	86.7338	6473365		100	()
		e-voting	0	0		0	0	
Public Institutional	0	Poli	•()	0	0	0		
			0	- 0	0	0	0	()
	 	. Sub-total	<u></u>	<u> </u>				
Public-others	3806517	e-voting	906	0.023801	906	()	100	()
	:	Poll	16175	0.424929	16175	0	100	
		Sub-total	17081	0.44873	17081	0	100	(
Total	11270006		6490446	57.59047	6490446	0	100	()



Registered Office

Hari Bhoomi Complex, 330, Vinay nagar, (Delhi Bypass), Rohtak-124 001 (Haryana)

Corporate Office

G-65, BALI NAGAR, NEW DELHI - 110015

Tel.: EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232

Depository 47671218, 221 FAX 25449863

Member: NSE Cash, F & O, Currency Derivatives, Debt, BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives, Debt

Depository Participant - NSDL CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

CIN- U67120HR1992PTC034972

SPECIAL BUSINESS

<u>Item No.4:</u> Approval/Ratification of remuneration of M/S K G Goel and Associates. Cost Accountants. as Cost Auditor at a remuneration of Rs.40.000/- for financial year 2015-16.

(Ordinary Resolution)

Ordinary Res	olution							
Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3)=(2)/(1)*100	4	. 5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	7463483	e-voting	6473365	86.9627	6473365	0	100	. ()
Promoter		Poll	•		:	0	0	0
Group		Sub-total	6473365	86.9627	6473365	0	100	()
Public	0	e-voting	0	0		0	0	0
Institutional		Poll	0	0	0	. 0	0	(1
			0	0	0	0	Ú	:
	:	Sub-total		···	-			
Public-others	3806517	e-voting	906	0.023801	906	0	100	()
		Poll	16175	0.424929	16175	0	100	- ()
		Sub-total	17081	0.44873	17081	0	100	()
Total	i 127000 0		6490446	57.74203	€490446	0	100	0



Registered Office

Hari Bhoomi Complex. 330. Vinay nagar. (Delhi Bypass). Rohtak-124 001 (Haryana)

Corporate Office

G-65, BALI NAGAR, NEW DELHI - 110015

Tel.: EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232

Depository 47671218, 221 FAX: 25449863

CIN- U67120HR1992PTC034972

Member: NSE Cash, F & O, Currency Derivatives. Debt,

BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives, Debt

Depository Participant - NSDL. CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

Item No. 5: Consent of the Company for borrowing powers to the Board under Section 180(1)© of the Companies Act. 2013 not exceeding Rs. 200 core or aggregate of paid up share capital and free reserves whichever is higher.

(Special Resolution).

Ordinary Res				 				
Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3)=(2)/(1)*1 00	4	5	(6)=(4)/(2)*100	. (7)=(5)/(2)*100
Promoters and	7463483	e-voting	6473365	86.7338	6473365	0	100	0
Promoter		Poll				0	0	0
Group		Sub-total	6473365	86.7338	6473365	0	100	0
		e-voting	0	U	·	0	()	()
Public Institutional	0	Poll	0	-0		()	0	(1
			0	0	0		()	(1
		Sub-total				<u>!</u>		· · · · · · · · · · · · · · · · · · ·
Public-others	3806517	e-voting	906	0.023801	906	()	001	(1
		Poll	16175	0.424929	16175	0	100	:
	<u></u>	Sub-total	17081	0.44873	17081		100	0
Total	1127000 6		6490446	57.59047	6490446	0	100	



Registered Office

Hari Bhoomi Complex. 330. Vinay nagar. (Delhi Bypass). Rohtak-124 001 (Haryana) G-65, BALI NAGAR, NEW DELHI - 110015

Corporate Office

Tel.: EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232

Depository 47671218, 221 FAX: 25449863

CIN- U67120HR1992PTC034972

Member: NSE Cash, F & O, Currency Denvatives, Debt.

BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives, Debt

Depository Participant - NSDL. CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

Item No. 6: Approval of transactions under Section 188 of the Companies Act, 2013 with Sistema Shyam Teleservices Ltd, related party, subject to a maximum aggregate amount of Rs. 200 crore in any financial year.

(Special Resolution)

Special Resolu	ution							
Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters	7463483	e-voting	6473365	86.7338	6473365	0	100	
and	İ	Poll				0	0	···
Promoter Group		Sub-total	6473365	86.7338	6473365	0	100	
		e-voting	0	0		0	0	
Public	0	Poll	0	0	0	0	0	
Institutional			0	0	0	0	()	
		Sub-total						
		e-voting	906	0.023801	906	0	100	
Public-others	3806517	Poll	16175	0.424929	16175	t)	100	
		Sub-total	17081	0.44873	17081	0	100	
Total	11270000		6490446	57.59047	6490446	0	100	



Registered Office

Hari Bhocmi Complex, 330, Vinay nagar.

(Delhi Bypass). Rohtak-124 001 (Haryana)

Corporate Office

G-65, BALI NAGAR, NEW DELHI - 110015

Tel EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232

Depository 47671218.221 FAX . 25449863

 $\textbf{Member: NSE } Cash, F \& O. \ Currency \ Derivatives. \ Debt.$

BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives. Debt

Depository Participant - NSDL, CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

E-mail: ippl@indusinvest.com Website: indusinvest.com

CIN- U67120-R1992PTC034972

ttem No. 7: Approval of transactions under Section 188 of the Companies Act, 2013 with Vihaan Networks Ltd. related party, subject to a maximum aggregate amount of Rs. 50 crore in any financial year.

(Special Resolution).

Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
	1		2	(3)=(2)/(1)*100	4	5_	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters	7463483	e-voting	6473365	86.7338	6473365	0	100	0
and	•	Poll				0	0	
Promoter Group		Sub-total	6473365	86.7338	6473365	0	100	()
		e-voting	0	0		_0_		
Public	0	Poll		0	0	0	0	
Institutional			0	0	0	. 0	U	()
		Sub-total						· ·
		e-voting	606	0.023801	● 06	300	100	0.007881
Public-others	3806517	Poll	16175	0.424929	16175	0_	100	0
	<u> </u>	Sub-total	16781	0.44873	17081	0	100	
Total	1127000		6490146	57.5878	6490146	300	100	0.007881



Registered Office

Hari Bhoomi Complex, 330, Vinay nagar,

(Delhi Bypass), Rohtak-124 001 (Haryana)

Corporate Office

G-65, BAL! NAGAR, NEW DELHI - 110015

Tel.: EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232

Depository 47671218, 221 FAX: 25449863

Member: NSE Cash, F & O, Currency Derivatives, Debt,

BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives, Debt

Depository Participant - NSDL, CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

CIN- U67120HR1992PTC034972

Item No. 8: Approval of transactions under Section 188 of the Companies Act, 2013 with Think of US Private Ltd, related party, subject to a maximum aggregate amount of Rs. 50 crore in any financial year.

(Special Resolution).

Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
			2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*1.00
Promoters	7463483	e-voting	6473365	86.7338	6473365	0	100	()
and Promoter	i	Poll	:	-		0	Ť ó	u)
Group		Sub-total	6473365	86.7338	6473365	0	100	()
	0	e-voting	. 0	0		0	0	()
Public Institutional	U	Poll	0	0	0	0	. 0	()
	i		0	0	0	0	()	()
		Sub-total		<u>:</u>	· — —			
Public-others	3806517	e-voting	606	0.023801	€ 06	300	100	0.007881
		Poll	16175	0.424929	16175	. 0	100	()
	<u> </u>	Sub-total	16781	0.44873	17081	0	100	0
Total	1127000		6490146	57.5878	6450146	300	100	0.007881



Registered Office

Hari Bhoomi Complex, 330, Vinay nagar.

(Delhi Bypass), Rohtak-124 001 (Haryana)

Corporate Office

: G-65, BALI NAGAR, NEW DELHI - 110015

Tel.: **EPABX** 47671200 **Trading** 4767-1212 / 1213 / 1231 / 1232 **Depository** 47671218, 221 FAX: 25449863

CIN- U67120HR1992PTC034972

Member: NSE Cash, F & O, Currency Derivatives, Debt,

BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives, Debt

Depository Participant - NSDL. CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

Item No.9: Authorization for making donations to bona fide charitable and other funds, under Section 181 of the Companies Act, 2013 for aggregate amount up to Rs. 50 lacs to all such funds in any financial year of the Company.

(Ordinary Resolution).

Category	No. of Shares held	Mode of Voting	No. of valid votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour over Votes Polled	% of Votes in against over Votes Polled
<u>-</u>	1	 .	2	(3)=(2)/(1)*100	4	5	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters	7463483	e-voting	6473365	86.7338	6473365	()	100	0
and Promoter	 - - -	Poll				0	0	()
Group	<u> </u>	Sub-total	6473365	86.7338	6473365	0	100	1)
	-	e-voting	0	0		0	0	0
Public Institutional	0	Poll		0	0	0	0	()
			0	0	0	0	0	0
		Sub-total			-			
Public-others	- 3806517	e-voting	606	0.023801	3 06	300	100	0.007881
rabile officia		Poll	16175	0.424929	16175	0	100	0
	ļ -	Sub-total	16781	0.44873	17081	+ - 0	100	()
Total	1127000 0	<u> </u>	6490146	57.5878	6490146	300	100	0.007881



Registered Office

Hari Bhoomi Complex, 330, Vinay nagar,

(Delhi Bypass), Rohtak-124 001 (Haryana)

Corporate Office

: G-65, BALI NAGAR, NEW DELHI - 110015

Tel.: EPABX 47671200 Trading 4767-1212 / 1213 / 1231 / 1232

Depository 47671218, 221 FAX: 25449863

CIN- U67120HR1992PTC034972

Member: NSE Cash, F & O, Currency Derivatives, Debt,

BSE CASH, F & O, Debt

MCX-SX - Cash, F & O, Currency Derivatives, Debt

Depository Participant - NSDL, CDSL

CATGEORY 1: R & T AGENT Tel: 011-47671214

Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairman of 22nd Annual General Meeting of the members of Shyam Telecom Limited head on Tuesday the 29th September, 2015 at 11.30 p.m. at Hotel Hilton, Plot No. 42, Geejgarl House Hawa Sadak Road, Jaipur-302006 (Rajasthan).

Dear Sir,

- 1. I, A.N.Kukreja of M/S A.N.Kukreja & Co, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Shyam Telecom Limited (the Company) (CIN No.L32202RJ1992PLC017750) for the purpose of:
 - (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules); and
 - (ii) Poll through Polling Paper/ballots under the provisions of Section 109 of the Act, read with Rule 21 of the Rules, on the resolutions contained in the notice to the 22nd Annual General Meeting (AGM) of the members of the of the Company, held on 29th September, 2015 at Hotel Hilton, Plot No. 42, Geejgarh House, Haves Sadak Road, Jaipur-302006 (Rajasthan).
- 2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting and voting by poll using Polling Paper—at the AGM) for resolutions contained in the Notice to the 22nd AGM of the members of the Company. Our responsibility is scrutinizer for the voting process of voting through electronic means (i.e. by remote e-votin, and Poll at the AGM is restricted to making a consolidated scrutinizer's report of the votes case "In favour" or "Against" the resolutions contained in the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd,—the Agency authorized under the Rules and engaged by the Company to provide e-voting facility for voting through electronic means, and Poll at the AGM.
- 3. We have issued separate Scrutinizers' Reports on the remote e-voting and on the Poll, on the resolutions contained in the notice to the AGM. We submit herewith our consolidated



scrutinizer's report on the results of voting through electronic means and Poll at the AGM, as under:-

Item number of the Notic	resolution	vour of the	Votes a	gainst the resolution	
Thom No.	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and	Votes Nos.
Item No. 1.	6490446	100	– NIL	. Against) NIL	. 2
To receive, consider and adopt the audited Balance Sheet as at March 31, 2015 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, 2015 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon. (Ordinary Resolution)	Į.				
Item No.2.	6490446	100	NĪL	NIL	2
To appoint a Director in place of Mr. Arun Khanna, (DIN No.00041724), who retires by rotation and being eligible offers himself for reappointment. [Ordinary resolution]		· •			



Item No. 3.	6490446	100	NIL	· · NIL	. 2
Appointment of M/s Mehra Goel & Co Chartered Accountants (FRN 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 till the conclusion of AGM in the calendar 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. ecommendation of Audit ommittee of the Board in onsultation of with the suditors. Ordinary Resolution)	:				
	490446	100	NIL	NIL	2
pecial Business	i				

(Ordinary Resolution)

year 2015-16.

Accountants, as Cost Auditor at a remuneration of Rs.40.000/- for financial

Item No. 5.	6490446	100	NIL NIL	NIL	2
Consent of the Company for borrowing powers to the Board under Section 180(1)© of the Companies Act, 2013 not exceeding Rs 200 crore or aggregate of	e				2
paid up share capital and free reserves whichever is higher.	l.				
(Special Resolution).					
Item No. 6.	6490446	100	NIL	, NIL	2
Approval of transactions under Section 188 of the Companies Act. 2013 with Sistema Shyam Teleservices Ltd. related party, subject to a naximum aggregater					
ransactions of Rs. 2001 Frore in any financial year! with the said related party.		:	1		
(Special Resolution)					
tem No. 7.	6490146	99.9954	300	0.0046	. 2
approval of transactions ander Section 188 of the companies Act. 2013 with Thaan Networks Ltd. I clated party, subject to a saximum aggregate ansactions of Rs. 50 crores any financial year with e said related party.					
Special Resolution)		i			

Item No. 8.	6490146	99,9954	300	0.0046	. 2
Approval of transactions under Section 188 of the Companies Act, 2013 with Think of us Private Ltd. related party, subject to a maximum—aggregate transactions of Rs. 50 crore in any financial year with the said related party. (Special Resolution)					
tem No. 9.	 6490146	99.9954	300	0.0046	. 2
Authorization for making onations to bona fider haritable and other funds, ander Section 181 of their ompanies Act, 2013 for agregate amount up to Rs, 501 es to all such funds in anylmancial year of the Company.					
* * :					



4. The electronic data and all other relevant records relating to the e-voting and Poll have been handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faitjhfully, For A.N.Kukreja & Co.

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

Date: September 30, 2015

Countersigned by For Shyam Telecom Limited

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.

The Chairman of 22nd Annual General Meeting of the members of Shyam Telecom Limited held on Tuesday the 29th September, 2015 at 11.30 AM at Hotel Hilton, Plot No.42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthar

- I. A. N. Kukreja, of 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 22nd Annual General Meeting of the Company (CIN No.L32202RJ1992PLC017750) held on 29th September, 2015 at 11.30 AM at House Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan), submit our reperces under:
 - 1. After the time fixed for closing of the poll by the Chairman, ballot box(s) kept for politing ... locked in our presence with due identification marks placed by us.
 - 2. The locked ballot box(s) were subsequently opened in our presence and poll papers as a diligently scrutinized. The poll papers were reconciled with the records maintained by 1 or Company/Registrar and Transfer Agent of the Company and the authorizations proxice leader! with the company.
 - 3. The poll papers, which were incomplete and or which were otherwise found defective have be a treated as invalid and kept separately.
 - 4. The result of the Poll is as under:

Item No.1: To receive, consider and adopt the audited Balance Sheet as at March 31, 2015 in 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 31° March 2015 and Prot and Loss Account for the year ended on that date together with report of Audito otheres.

(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes east by them	"6 of total number of valid votes cast
34	16175	. (10)
	-	

(ii) Voted against the resolution:

Number of members present and	Number of votes east by them	% of total number of valid votes
Voting (in persor, or by proxy		cast
NIL	NIL	NIL

(iii)Invalid Votes

Total number of members (in person or by	Total number of votes east by them
Proxy whose votes were declared invalid)	
l	<u></u>

<u>Item No.2</u>: To appoint a Director in place of Mr. Arun Khanna. (DIN No.00041724), 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	Number of votes east by them	in the of total number of valid votes.
Voting (in person or by proxy		cast
34	16175	100
	.	



	against		

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	NII.
(iii)Invalid votes		
(III/IIIValid Votes		
Total number of members (in pers Proxy whose votes were declared	-	of votes cast by them
	2	

Item No. 3: Appointment of M s Mehra Goel & Co., Chartered Accountants (FRN No.00051°N) 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 till the conclusion of AGM in the calendar 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 in consultation of with the Auditors.

(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	ha of total number of valid votes cast
34	16175	100
(ii)Voted against the resolution:		
Number of members present and Voting (in person or by proxy	Number of votes east by them	Sworf total number of valid votes cast
NII.	NIL .	NIL.
(iii)Invalid votes		
Total number of members (in pers Proxy whose votes were declared 1	•	of votes east by them



SPECIAL BUSINESS

<u>Item No.4:</u> Approval/Ratification of remuneration of M.S. K.G Goel and Associates. Cost Accountants, as Cost Auditor at a remuneration of Rs.40,000 - for financial year 2015-16.

(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 the	em % of total number of valid votes cast
3.4	. 16175	1(10)
ii) Voted against the resolution:		
m voted against the resolution.		
Number of members present and Voting (in person or by proxy	Number of votes cast by the	"a of total number of valid votes cast
NIL	NIL	NII.
(iii)Invalid vetes		
Total number of members (in pers Proxy whose votes were declared	•	iber of votes east by them
1		

Item No. 5. Consent of the Company for borrowing powers to the Board under Section 180(1): of the Companies Act, 2013 not exceeding Rs. 200 erore or aggregate of paid up share capital and free reserves whichever is higher.

(Special Resolution).

(i) Voted in favour of the resolution

Number of members present and Voting (in person or by proxy	Number of votes east by them	on of total number of valid votes cast
34	16175] (It)



(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 east
NII.	NIL	NIL
('ii)Invalid votes:		
Total number of members (in pers Proxy whose votes were declared 1	on or by Total number of invalid 2	f votes cast by them
	td. related party, subject to a m	the Companies Act, 2013 with aximum aggregate transactions of
(i)Voted in favour of the resolution	n:	
Number of members present and Voting (in person or by proxy	Number of votes east by them	% of total number of valld votes cast
34	16175	
(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
NII.	NIL	NII.
(iii)Invalid votes:		
Total number of members (in persections) whose votes were declared	•	I votes cast by them
]		



<u>Item No. 7:</u> Approval of transactions under Section 188 of the Companies Act. 2013 with Vihaan Networks Ltd. related party, subject to a maximum aggregate transactions of Rs. 50 erore in any financial year with the said related party.

(Special Resolution).

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy	Number of votes east by them	% of total number of valid votes east
34	16175	100
(ji)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
NII.	NIL.	NIL
(iii)Invalid votes		
Total number of members (in pers Proxy whose votes were declared	•	of votes east by them

Item No. 8:. Approval of transactions under Section 188 of the Companies Act. 2013 with Think of us Private Ltd, related party, subject to a maximum aggregate transactions of Rs. 50 erore in any financial year with the said related party.

(Special Resolution)

(i)Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes east by them	% of total number of valid votes cast
34	16175	100



Number of members present and	1 Marshar of Lare		0 12 12 12 12 12 12 12 12 12 12 12 12 12
Voting (in person or by proxy	Number of Vote	s east by them	% of total number of valid vot cast
	NII.		· NII
(iii)Invalid votes:			
Total number of members (in pers Proxy whose votes were declared		Total number (of votes cast by them
I		··· <u>2</u>	
Item No. 9: Authorization for mal	ting donations to t	ona nuc chariai	ne and other rands, under section
of the Companies Act, 2013 for a of the Company.	garegate amount r	io to Rs. 50 laes:	to all such funds in any financial
of the Companies Act, 2013 for a of the Company. (Ordinary Resolution)	ggregate amount t	io to Rs. 50 facs	to all such funds in any financial
of the Companies Act, 2013 for a of the Company.	ggregate amount t	io to Rs. 50 facs (to all such funds in any financial
of the Companies Act, 2013 for a of the Company. (Ordinary Resolution) (i) Voted in favour of the resolution Number of members present and Voting (in person or by proxy.	ggregate amount t	io to Rs. 50 facs (to all such funds in any financial
of the Companies Act, 2013 for a of the Company. (Ordinary Resolution) (i) Voted in favour of the resolution Number of members present and Voting (in person or by proxy. 34	n: Number of vote	io to Rs. 50 facs (to all such funds in any financial *s of total number of varid vot cast
of the Companies Act, 2013 for a of the Company. (Ordinary Resolution) (i) Voted in favour of the resolution Number of members present and Voting (in person or by proxy.	n: Number of vote	s east by them	to all such funds in any financial *s of total number of varid vot cast



(iii)Invalid votes:

Total number of members (in person or by Proxy whose votes were declared invalid	Total number of votes east by them
1	2

- 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. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe custody.
- 7. Polling box(s) was/were opened in the presence of two persons as witnesses as per Annexure A.

Thanking you,

Yours faithfully,

For A.N.Kukreja & Co.

Kukreja

2318

(A.N.Kukreja) \Gamma(STO) FCS 1070; CP No.2

Place: New Delhi.

September 30, 2015

.,

Polling box(s) relating to AGM of Shyam Telecom Limited held on 29.9.2015 were opened in our presence. We are not in the employment of the Company.

Witnesses:	
1. Signature	
Name and Address:	The state of the second of the
2. Signature	near-
Name and Address:	VINRY Keems Dedhoers
	121. Pro (Cing), No con 110 Pr. Miner 121.

Date: September 29, 2015.



Scrutinizer's Report (E-voting – EVSN No. 150817036)

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014.

To,

The Chairman of 22nd Annual General Meeting of the members of **Shyam Telecom Ltd** held at 11:30 AM on 29th September, 2015, at Hotel Hilton, Plot No. 42, Geefgarin House, Hawa Sadak Road, Jaipur-302006 (Rajasthan).

Dear Sir,

- I. A.N. Kukreja. Proprietor, M/s A.N.Kukreja and Co, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Shyam Telecom Limited. (the Company) (CIN No.I.32202R)1992PI.C017750) for the purpose of Scrutinizing the e-voting process through electronic means including remote e-voting and ascertaining the requisite majority on e-voting carried out as per provisions of Section 108 of the Companies Act. 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the notice to the 22nd Annual General Meeting of the members of the Company held on 29th September, 2015 at 11:30 AM, at Hotel Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur-302000 (Rajasthan).
- 2. Our responsibility as Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the votes cast 'in "favour" or "against" the resolutions contained in the said notice, last on the reports generated from the e-voting system provided by Central Depository Services (Ltd. Ltd. the authorized agency engaged by the Company.
- 3. Further to the above, we submit our report as under:
 - (a)The e-voting period remained open from Friday, the 25^{th} September, 2015 at 10:00 PM to Monday 28^{th} September, 2015 at 5:00 PM.
 - (b)The members of the Company as on "cut off" date (record date) 23^{ra} September, 2015 were entitled to vote on the resolutions (items 1 to 9) as set out in the notice of the 22^{rd} AGM.
 - (c)The votes cast were unblocked on September 29, 2015 in the presence of 2 witnesses who are not in the employment of the Company (Annexure A).
 - (d) Thereafter, the details containing inter alia list of equity shareholders who voted "for" or "against" each resolution that were put to vote were generated from the e-voting website of Central Depository Services (India) Ltd. i.e.www.evotingindia.com and based on such reports generated the result of the e-voting is as under:

<u>Item No.1</u>: To receive, consider and adopt the audited Balance Sheet as at March > . 2015 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. 2015 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon. (Ordinary Resolution).

۱.	Voted in favour of the resolution								
	Number of members voted	Number of votes cast by them	% of total number of valid votes cast						
	22	6474271	100						
۱.	Voted against the re	esolution:							
	Number of members voted	Number of votes cast by them	% of total number of valid votes cast						
	NIL	NIL	NIL						
(ii	i) Invalid votes								
	Total number of memb	pers whose votes Total number	of votes cast by them						
	NIL	NiL							

<u>Item No.2:</u> To appoint a Director in place of Mr. Arun Khanna. (DIN No.0004172), who retires by rotation and being eligible offers himself for reappointment.

(Ordinary resolution)

I. Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast			
22	6474271	100			
Voted against the re Number of members voted	esolution: Number of votes cast by them	% of total number of valid votes cast			
NIL	NIL	NIL			

(iii) Invalid votes

11,

Total number were declared	of members whose votes invalid	Total number of votes cast by them
		NII
NIL		TVIL

Item No. 3: Appointment of M/s Mehra Goel & Co., Chartered Accountants (FRN 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 AGNI till the conclusion of AGM in the calendar 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 in consultation of with the Auditors.

(Ordinary Resolution)

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100
	•	



(ii)Vot€	ed aga	inst t	he re	solution:
----------	---------------	--------	-------	-----------

Number of members voted	Number of vote	s cast by them	% of total number of valid votes cast		
NIL	NIL		NIL		
iii) Invalid votes					
Total number of memb	pers whose votes	Total number of	of votes cast by them		

NIL

SPECIAL BUSINESS:

NIL

<u>Item No.4:</u> Approval/Ratification of remuneration of M.S. K.G. Goel and Associates. Cost Accountants, as Cost Auditor at a remuneration of Rs.40.000 - for financial year 2015-16.

(Ordinary Resolution)

(i)Voted in favour of t	he resolution	
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100
(ii)Voted against the r	esolution:	
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes	(i	j	į)	ı	n	٧	a	li	d	l۷	0	t	e	S
---------------------	---	---	---	---	---	---	---	---	---	----	---	----	---	---	---	---

Total numbe	r of member	s whose votes	Total number of votes cast by them
were declare	ed invalid		
NIL			NIL

Item No. 5.

Consent of the Company for borrowing powers to the Board under Section 180(1) of the Companies Act. 2013 not exceeding Rs. 200 crore or aggregate of paid up share capital and free reserves whichever is higher.

(Special Resolution).

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



<u>Item No. 6:</u> Approval of transactions under Section 188 of the Companies Act. 2013 with Sistema Shyam Teleservices Ltd. related party, subject to a maximum aggregate transactions of Rs, 200 crore in any financial year with the said related party. (Special Resolution)

(i) Voted in favour of t	he resolution	
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100
(ii) Voted against the re	esolution:	
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL .
(iii) Invalid votes		
Total number of member were declared invalid	pers whose votes — Total number	of votes cast by them
NIL	NIL	

Item No. 7:

Approval of transactions under Section 188 of the Companies Act. 2013 with Vihaan Networks Ltd, related party, subject to a maximum aggregate transactions of Rs. 50 crore in any financial year with the said related party.

(Special Resolution).

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	6473971	99.9954

(i	i)	Voted	against	the	reso	lution:
----	----	-------	---------	-----	------	---------

Number voted	of members	Number of votes cast by them	% of total number of valid votes cast
1		300	0.0046

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

<u>Item No. 8:</u> Approval of transactions under Section 188 of the Companies Act. 2013 with Think of us Private Ltd. related party, subject to a maximum aggregate transactions of Rs. 50 crore in any financial year with the said related party.

(Special Resolution).

(i) Voted in favour of the resolution

Numbe voted	er of members	Number of votes cast by them	% of total number of valid votes cast
21		6473971	99.9954

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	300	0.0046

(iii) Invalid votes

Total number of members whose votes	Total number of votes cast by them
were declared invalid	
<u></u>	-
NIL	NIL



Item No. 9: Authorization for making donations to bora fide charitable and other funds, under Section 181 of the Companies Act, 20°3 for aggregate amount up to Rs. 50 lacs to all such funds in any financial year of the Company.

(Ordinary Resolution).

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	6473971	99.9954

(ii) Voted **against** the resolution:

Number voted	of members	Number of votes cast by them	% of total number of valid votes cast
1		300	0.0046

(iii) Invalid votes

Total number of were declared in	rs whose votes	Total number of votes cast by them
NIL		NIL

Thanking you.

Yours faithfully, for A.N.Kukreja & Co. Company Secretaries

FCS 1070: CP 2318 Secret

Date: September 30, 2015

The e-votes cast on resolutions stated in the notice of AGM of Shyam Telecom Limited held on 29.9.2015 were unblocked in our presence. We are not in the employment of the Company.

Witnesses:

1. Signature

Name and Address: M. NHNDAN I

BUSB, AVANTIKA ENCLAVE, SECTOR & ROLLINI

DELHI-MOUSS.

[FIFM NO -> ACS- FIRMO]

2. Signature

Name and Address:

Vimal MEHTA

BG-2/14B,

Paschim Vihar

Mers Delho 110263

Date: September 29, 2015.

