

CS Sandeep Mehra

Practicing Company Secretary

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28th September, 2021

To,
The Chairman,
Shyam Telecom Limited,
Shyam House, Plot No.3, Amrapali Circle,
Vaishali Nagar, Jaipur-302021

Sub: **SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING
CONDUCTED AT THE 28th ANNUAL GENERAL MEETING OF THE
COMPANY**

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e voting by your Members during the 28th Annual General Meeting of your Company held on Tuesday, 28th September, 2021 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking you
Yours Sincerely



Sandeep Mehra
Company Secretary in Practice
[Scrutinizer for Remote E-Voting and E-voting at AGM]
Membership No. A23624
UDIN: A023624C001030355

Date: 28th September, 2021
Place: New Delhi

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REPORT OF SCRUTINIZER

NAME OF THE COMPANY	SHYAM TELECOM LIMITED
MEETING	28th ANNUAL GENERAL MEETING
DAY, DATE & TIME	TUESDAY, THE 28TH DAY OF SEPTEMBER, 2021, AT 1:00 P.M.
DEEMED VENUE	SHYAM HOUSE, PLOT NO.3, AMRAPALI CIRCLE, VAISHALI NAGAR, JAIPUR-302021
MODE	VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”)

1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 28th Annual General Meeting (“AGM”) of **SHYAM TELECOM LIMITED** (hereinafter referred to as “**the Company**”) scheduled on Tuesday, 28th September, 2021 at 1:00 P.M. held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer’s report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

- 2.1. We confirm that, an advertisement was published in the two newspapers, one in English language in Financial Express newspaper and other on in Hindi language in Jan-Satta Newspaper on 03rd September, 2021 as per the specifying the date & time of the AGM, availability of the notice on Company’s website and website of Stock Exchanges, manner of registration of email ids by the members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM, etc.
- 2.2. The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 04th September, 2021.
- 2.3. The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Indus Portfolio Pvt. Ltd., the Registrar and Share Transfer Agents (“RTA”) of the Company and the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India)

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Limited ("CDSL") respectively, the Company completed dispatch of Notice of AGM on 02nd September, 2021.

3. Cut-off date

Voting rights were reckoned as on Tuesday, 21st September, 2021, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1. Agency

The Company appointed CDSL as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

4.2. Remote e-voting period

Remote e-voting platform was open from 10:00 a.m. (IST) on Saturday, September 25, 2021 till 5:00 p.m. (IST) on Monday, September 27, 2021 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.

5. Voting at the AGM

- 5.1. In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.
- 5.2. Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

6. Counting Process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.

7. Results

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- 7.1. We observe that:
- None of Members had cast their votes through e-voting at the AGM;
 - 50 Members had cast their votes through remote e-voting.
- 7.2. Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 12th August, 2021 is enclosed herewith.
- 7.3. Based on the aforesaid results, we report that Three Ordinary Resolutions as set out in Item Nos. 1 to 3 and Six Special Resolutions as set out in Item Nos. 4 to 9 of the Notice of the AGM dated 12th August, 2021 have been passed with the requisite majority.

The details containing, inter alia, list of Equity Shareholders, who voted FOR or AGAINST each of the resolution put to vote, were generated from the e-voting website of CDSL, the consolidated result of remote e- voting and e-voting conducted at AGM are as under:

Sr. No	Subject Matter (as set out in the Notice to the 35 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
1.	TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION	Remote E-Voting	7445701	202	0	0
		E-Voting at AGM	0	0	0	0
		Total	7445701	202	0	0
2.	TO RE-APPOINT THE RETIRING	Remote E-Voting	7445666	237	0	0

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	DIRECTOR, MR. RAJIV MEHROTRA, (DIN -00035766), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION	E-Voting at AGM	0	0	0	0
		Total	7445666	237	0	0
3.	TO RE-APPOINT THE RETIRING DIRECTOR, MR. AJAY KHANNA,(DIN NO.00027549) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:	Remote E-Voting	7445666	237	0	0
		E-Voting at AGM	0	0	0	0
		Total	7445666	237	0	0
4.	TO APPOINT MRS. CHHAVI PRABHAKAR (DIN: 07553853) AS INDEPENDENT DIRECTOR OF THE COMPANY,	Remote E-Voting	7445666	237	0	0
		E-Voting at AGM	0	0	0	0
		Total	7445666	237	0	0
5.	TO APPROVE THE POWER OF THE BOARD UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013 BY WAY OF	Remote E-Voting	7445666	237	0	0
		E-Voting at AGM	0	0	0	0
		Total	7445666	237	0	0

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	SPECIAL RESOLUTION					
6.	TO APPROVE THE BORROWING POWERS TO THE BOARD UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013 BY WAY OF SPECIAL RESOLUTION	Remote E-Voting	7445666	237	0	0
		E-Voting at AGM	0	0	0	0
		Total	7445666	237	0	0
7.	TO AUTHORIZE FOR MAKING DONATION TO BONAFIDE CHARITABLE AND OTHER FUNDS) BY WAY OF SPECIAL RESOLUTION	Remote E-Voting	7445666	237	0	0
		E-Voting at AGM	0	0	0	0
		Total	7445666	237	0	0
8.	TO APPROVE THE LIMITS OF LOAN / GUARANTEE / INVESTMENT BY THE COMPANY AS PER SECTION 186(3) BY WAY OF SPECIAL RESOLUTION	Remote E-Voting	7445666	237	0	0
		E-Voting at AGM	0	0	0	0
		Total	7445666	237	0	0
9.	TO APPROVE THE TRANSACTIONS WITH THINK OF TECHNOLOGIES PRIVATE LIMITED, THINK OF US INDIA PRIVATE LIMITED AND VIHAAN NETWORKS LIMITED	Remote E-Voting	7445666	237	0	0
		E-Voting at AGM	0	0	0	0
		Total	7445666	237	0	0

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Date: 28th September, 2021
Place: New Delhi