

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.

To
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 (Rajasthan).

Dear Sir,

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 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 box(es) kept for polling was 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 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. The poll papers, which were incomplete and or which were otherwise found defective have been 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 31st March, 2015 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
34	16175	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
1	2

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)

(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
34	16175	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
1	2

Item No. 3: Appointment of M/s Mehra Goel & Co., Chartered Accountants (ERN No.000547N) 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:

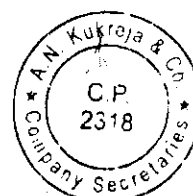
Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	100

(ii)Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes 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
1	2



SPECIAL BUSINESS

Item No.4: 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 them	% 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 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
1	2

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 present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	16175	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
1	2

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 transactions of Rs. 200 crore 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 cast by them	% 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 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
1	2



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 present and Voting (in person or by proxy)	Number of votes cast by them	% 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 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
1	2

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 crore 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 cast by them	% 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 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
1	2

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.

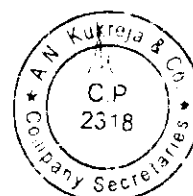
(Ordinary Resolution)

(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
34	16175	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
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.

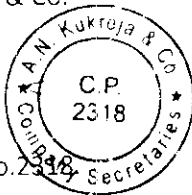
7. Polling box(s) was/were opened in the presence of two persons as witnesses as per Annexure A.

Thanking you.,

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

(A.N.Kukreja)

FCS 1070; CP No.2318



Place: New Delhi.

September 30, 2015

Annexure A

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:

2. Signature _____

Name and Address:

Vinay Kumar Daddhoochi
121, D.D. Colony,
Near D.D. Colony, D.P. Rd.
Bhopal - 462001

Date: September 29, 2015.

