

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 held on Tuesday the 29th September, 2015 at 11.30 p.m. at Hotel Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan).

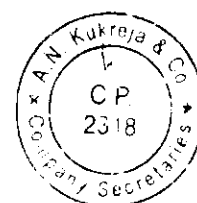
Dear Sir,

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, Hawa Sadak Road, Jaipur-302006 (Rajasthan).

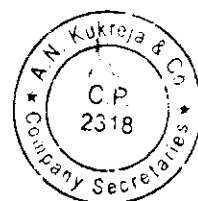
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting and voting by poll using Polling Paper at the AGM) for resolutions contained in the Notice to the 22nd AGM of the members of the Company. Our responsibility as scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Poll at the AGM is restricted to making a consolidated scrutinizer's report of the votes cast "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 Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	
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 31 st March, 2015 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon. <u>(Ordinary Resolution)</u>	6490446	100	NIL	NIL	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. <u>(Ordinary resolution)</u>	6490446	100	NIL	NIL	2



Item No. 3.	6490446	100	NIL	NIL	2
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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)

Special Business	6490446	100	NIL	NIL	2
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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)



Item No. 5.	6490446	100	NIL	NIL	2
Consent of the Company for borrowing powers to the Board under Section 180(1)(c) of the Companies Act, 2013 not exceeding Rs. 200 crore or aggregate of paid up share capital and free reserves whichever is higher.					

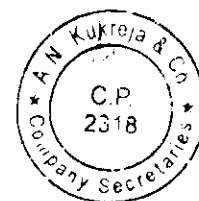
(Special Resolution)

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 maximum aggregate transactions of Rs. 200 crore in any financial year with the said related party.					

(Special Resolution)

Item No. 7.	6490146	99.9954	300	0.0046	2
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)



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. <u>(Special Resolution)</u>					

Item No. 9.	6490146	99.9954	300	0.0046	2
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. <u>(Ordinary Resolution)</u>					

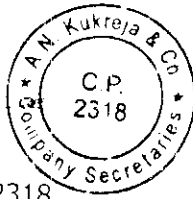


4. The electronic data and all other relevant records relating to the e-voting and Poll have been handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

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


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



Date: September 30, 2015

Countersigned by
For Shyam Telecom Limited