

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

Dear Sir,

1. 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.L32202RJ1992PLC017750) 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-302006 (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, based on the reports generated from the e-voting system provided by Central Depository Services (India) 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 25th September, 2015 at 10:00 PM to Monday 28th September, 2015 at 5:00 PM.
 - (b) The members of the Company as on "cut off" date (record date) 23rd September, 2015 were entitled to vote on the resolutions (items 1 to 9) as set out in the notice of the 22nd 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:



Item No.1: To receive, consider and adopt the audited Balance Sheet as at March 31st, 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)**.

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

Item No.2: 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

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

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

(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

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.

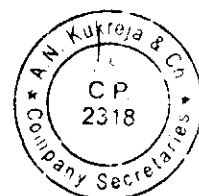
(Ordinary Resolution)

(i) Voted **in favour** of the resolution

Number of members 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

Item No. 5.

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).

(i) Voted **in favour** of the resolution

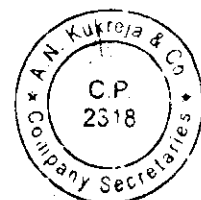
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	6474271	100

(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



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 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

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



(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 were declared invalid	Total number of votes cast by them
NIL	NIL

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 voted	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 were declared invalid	Total number of votes cast by them
NIL	NIL



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 voted	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 were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you.

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

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



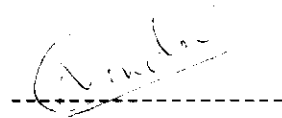
Date: September 30, 2015

Annexure A

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.

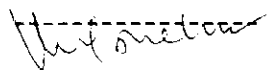
Witnesses:

1. Signature



Name and Address: Mr. NANDANI
B-5B, AVANTIKA ENCLAVE,
SECTOR-2, KALINI,
DELHI-110053.
[MEM NO - ACS-11840]

2. Signature



Name and Address:

VIMAL MEHTA
B6-3/14B,
Paschim Vihar
New Delhi - 110063.

Date: September 29, 2015.

