

Corporate Office :

A-60, Naraina Industrial Area, Phase-I,
New Delhi-110 028 INDIA
Tel: 91-11-41411070/71/72
Fax : 91-11-25792194

SHYAM
TELECOM LTD

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/ 9192/2014

1st October, 2014

**Sub: Gist of the proceedings of the Annual General Meeting of Shyam
Telecom Limited held on September 30, 2014**

The 21st Annual General Meeting of the Members of the Company was held on September 30, 2014 at 11.00 a.m., at Hotel Hilton, Plot No. 42, Geejgarh House, Hawa Sadak Road, Jaipur 302006.

Mr. Alok Tandon chaired the proceedings of the Meeting. Total 36 Members attended the Meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2014 and its future outlook. The printed copy of Chairman's Statement was also distributed to the Members attending the Meeting.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 11.00 A.M. on September 24, 2014 and ended at 05.00 P.M. on September 26, 2014. Mr. A. N. Kukerja, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 13 resolutions to be passed at the Meeting. Thereafter, all the 13 resolutions were proposed and seconded. On the invitation of the Chairman, several Members addressed the Meeting, given their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman. Thereafter, the Chairman ordered for a poll to be taken at the meeting


Regd. Office : MTS Tower, 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021 (RAJASTHAN) INDIA
Phone : 91- 0141- 5100343 Fax : 91 - 0141 - 5100310
CIN : L32202RJ2002PLCO17750

Corporate Office :

A-60, Naraina Industrial Area, Phase-I,

New Delhi-110 028 INDIA

Tel: 91-11-41411070/71/72

Fax : 91-11-25792194

SHYAM
TELECOM LTD

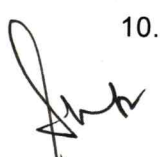
and appointed Mr. A. N. Kukerja, Practicing Company Secretary as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting. The Chairman announced that the combined result of e-voting and the electronic poll will be put on the Company's website. The resolutions passed by the Members, briefly, related to:

ORDINARY BUSINESSES:

1. Adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014 (Ordinary Resolution).
2. Appointment of Mr. Rajiv Mehrotra, Director retiring by rotation (Ordinary Resolution).
3. Appointment of Mr. Ajay Khanna, Director retiring by rotation (Ordinary Resolution).
4. Appointment of Auditors and fixing their Remuneration (Ordinary Resolution)

SPECIAL BUSINESSES:

5. Re-Appointment of Mr. Ajay Khanna as a Managing Director of the Company for the 5 years. (Ordinary Resolution)
6. Appointment of Mr. Achintya Karati as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)
7. Appointment of Mr. Vinod Juneja as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)
8. Appointment of Mr. C. S. Malhotra as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)
9. Appointment of Mr. Narendra Kumbhat as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)
10. Appointment of Mrs. Nishi Sabharwal as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)



Regd. Office : MTS Tower, 3, Amrapali Circle, Vaishali Nagar, Jaipur-302021 (RAJASTHAN) INDIA
Phone : 91- 0141- 5100343 Fax : 91 - 0141 - 5100310
CIN : L32202RJ2002PLCO17750

Corporate Office :

A-60, Naraina Industrial Area, Phase-I,
New Delhi-110 028 INDIA
Tel: 91-11-41411070/71/72
Fax : 91-11-25792194

SHYAM
TELECOM LTD

11. Adoption of new Articles of Association of the Company (Special Resolution).
12. Approval of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2015 (Ordinary Resolution)
13. Approval of Mortgage/Create charge on properties of the Company.

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

This is for your information and circulation to the members of the Exchange.

Thanking You

Yours Sincerely

For SHYAM TELECOM LIMITED



**DHARMENDER DHINGRA
VICE PRESIDENT (LEGAL)
& COMPANY SECRETARY**

Membership No.

G-132, IInd Floor, Vikaspuri,
New Delhi-110018

Scrutinizer's Report
(E-voting –EVEN No. 101142)

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

To,

The Chairman of 21st Annual General Meeting of the members of
Shyam Telecom Ltd (CIN No.L32202RJ1992PLC017750) to be held at 11:00 hrs on 30th September,
2014, 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, (CP No. 2318) have been appointed as Scrutinizer by the Board of Directors of Shyam Telecom Limited. (the Company) for the purpose of Scrutinizing the e-voting process 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 21st Annual General Meeting of the members of the Company to be held on 30th September, 2014 at 11:00 hrs. 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 NSDL, the authorized agency engaged by the Company.
3. Further to the above, we submit our report as under:
 - (1)The e-voting period remained open from Wednesday, September 24, 2014 at 11:00AM to Friday 26th September, 2014 at 5:00 PM.
 - (2)The members of the Company as on "cut off" date (record date) of 29th August, 2014 were entitled to vote on the resolutions (items 1 to 13) as set out in the notice of the 21st AGM.
 - (3)The votes cast were unblocked on September 27th, 2014 in the presence of 2 witnesses Ms. Nandani Walia and Mr. Vipin Joshi who are not in the employment of the Company.
 - (4) 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 NSDL i.e.www.evoting.nsdl.com and based on such reports generated the result of the e-voting is as under:



(1) Resolution: Item No.1: To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 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, 2014 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
25	6797695	98.98

II. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	70000	1.02

(iii) Invalid votes

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

(2) Resolution: Item No.2: To appoint a Director in place of Mr. Rajiv Mehrota, (DIN No.00035766), 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
24	6797694	98.98



II. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	70001	1.02

(iii) Invalid votes

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

(3) Resolution: Item No. 3: To appoint a Director in place of Mr. Ajay Khanna (DIN NO. 00027549), who retires by rotation and being eligible, offers himself for re-appointment. **(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
23	6497694	94.61

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	370001	5.39

(iii) Invalid votes

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



(4)Resolution: Item No.4: Re-appointment of M/s Mehra Goel and Company, Chartered Accountants (Registration 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 to the conclusion of 24th AGM for financial 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. **(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
25	6797695	98.98

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	70000	1.02

(iii) Invalid votes

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

(5)Resolution: Item No. 5. To approve appointment and remuneration of Shri Ajay Khanna, (DIN. NO. 00027549) in terms of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and any amendment thereto, as **Managing Director** of the Company for a period of 5 years with effect from 1st May, 2014 to 30th April, 2019 on terms and conditions as set out in the notice to the meeting. **(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
24	6497695	89.41

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	770000	10.59

(iii) Invalid votes

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

(6)Resolution: Item No. 6: Appointment of Mr. Achintya Karati (DIN No.00024412) whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an **Independent Director** with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(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
25	6797695	93.53

(ii) Voted against the resolution:

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



2	470000	6.47
---	--------	------

(iii) Invalid votes

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

(7)Resolution: Item No. 7: Appointment of Mr. Vinod Juneja (DIN No.00044311) whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an **Independent Director**, with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(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
24	6795695	93.53

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	470000	6.47

(iii) Invalid votes

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



(8)Resolution: Item No. 8: Appointment of Mr. C.S. Malhotra (DIN No. 00276335) - whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an **Independent Director** with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(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
25	6797695	93.53

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	470000	6.47

(iii) Invalid votes

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

(9)Resolution: Item No. 9: Appointment of Mr. Narendra Kumbhat (DIN No. 00035665) whose period of office is liable to determination by retirement of directors by rotation, and in respect of the company has received notice in writing; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an **Independent Director** with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(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
24	6797692	93.53

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	470000	6.47

(iii) Invalid votes

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

(10) Resolution: Item No.10: Appointment of Ms Nishi Sabharwal (DIN No. 06963293), pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules there under, read with Schedule IV of the Act and as per Listing Agreements with stock exchanges; as a non-executive **Independent Director** to hold office for 5 consecutive years for a term up to the conclusion of 26th Annual General Meeting of the Company i.e. in the year 2019, not liable to retire by rotation. **(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
24	2244695	82.69

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	470000	17.31

(iii) Invalid votes



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

(11)Resolution: Item No. 11: To adopt new Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013 and rules framed there under, containing regulations in conformity with the Companies Act, 2013. **(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
25	6797695	93.53

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	470000	6.47

(iii) Invalid votes

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

(12)Resolution: Item No.12: Approval for payment of remuneration of Rs. 40,000/-, pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors') Rules, 2014 to M/s K.G. Goel and Associate, Cost Accountants (Registration No. 000024), appointed by the Board of Directors of the Company, for audit of cost records of the company for financial year ending 31st March, 2015.

(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
26	7197695	99.04

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	70000	00.96

(iii) Invalid votes

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

(13) Resolution: Item No. 13: Approval under Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 according consent to the Board for creation of mortgages, charges, on all the immovable and movable properties of the Company both present and future and to do all such acts and things as may be necessary for giving effect to this resolution. **(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
25	6797695	93.53

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	470000	6.47



(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)
Proprietor
FCS 1070
CP 2318



Witnesses:

1. CS Ms Nandani Walia
R/O B-5B Avantika Enclave, Rohini,
Sector 2, New Delhi-110083

2. Mr. Vipin Joshi
R/O B-3, 9/100, Raj View Apptt.
Rajinder Nagar, Sahibabad,
Sector-3, Ghaziabad, U.P.

Date: September 27, 2014

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.

(CIN No.L32202RJ1992PLC017750)

To

The Chairman of 21st Annual General Meeting of the members of
Shyam Telecom Limited held on Tuesday the 30nd September, 2014
at 11.00AM at Hotel Hilton, Plot No.42, Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan).

Dear Sir,

I, A. N. Kukreja, Proprietor, 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 21st Annual General Meeting of the Company, held on 30th September, 2014 at 11.00AM 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 boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes 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. I did not find any poll papers invalid.
4. The result of the Poll is as under:

- (1) **Resolution: Item No.1:** To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 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, 2014 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
36	2664	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
NIL	NIL

- (2) **Resolution: Item No.2:** To appoint a Director in place of Mr. Rajiv Mehrota, (DIN No.00035766), 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
36	2664	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
NIL	NIL

(3) **Resolution: Item No. 3:** To appoint a Director in place of Mr. Ajay Khanna (DIN NO. 00027549), who retires by rotation and being eligible, offers himself for re-appointment.
(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
36	2664	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
NIL	NIL

(4) **Resolution: Item No.4:** Re-appointment of M/s Mehra Goel and Company, Chartered Accountants (Registration 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 to the conclusion of 24th AGM for financial 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.
(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
36	2664	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
NIL	NIL

(5) **Resolution: Item No. 5.** To approve appointment and remuneration of Shri Ajay Khanna, (DIN. NO. 00027549) in terms of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and any amendment thereto, as Managing Director of the Company for a period of 5 years with effect from 1st May, 2014 to 30th April, 2019 on terms and conditions as set out in the notice to the meeting. (**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
36	2664	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
NIL	NIL

(6) Resolution: Item No. 6: Appointment of Mr. Achintya Karati (DIN No.0024412) whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(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
36	2664	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
NIL	NIL

(7) Resolution: Item No. 7: Appointment of Mr. Vinod Juneja (DIN No.00044311) whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014



and Clause 49 of Listing Agreement, as an Independent Director, with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(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
36	2664	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
NIL	NIL

(8) **Resolution: Item No. 8:** Appointment of Mr. C.S. Malhotra (DIN No. 00276335) - whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(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
36	2664	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
NIL	NIL

(9) **Resolution: Item No. 9:** Appointment of Mr. Narendra Kumbhat (DIN No. 00035665) whose period of office is liable to determination by retirement of directors by rotation, and in respect of the company has received notice in writing; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(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
36	2664	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
NIL	NIL

(10) **Resolution: Item No.10:** Appointment of Ms Nishi Sabharwal (DIN No. 06963293), pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules there under, read with Schedule IV of the Act and as per Listing Agreements with stock exchanges; as a non-executive Independent Director to hold office for 5 consecutive years for a term up to the conclusion of 26th Annual General Meeting of the Company i.e. in the year 2019 , not liable to retire by rotation. **(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
36	2664	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
NIL	NIL



(11) **Resolution: Item No. 11:** To adopt new Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013 and rules framed there under, containing regulations in conformity with the Companies Act, 2013. **(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
36	2664	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
NIL	NIL

(12) **Resolution: Item No.12:** Approval for payment of remuneration of Rs. 40,000/-, pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors') Rules, 2014 to M/s K.G. Goel and Associate, Cost Accountants (Registration No. 000024), appointed by the Board of Directors of the Company, for audit of cost records of the company for financial year ending 31st March, 2015.
(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
36	2664	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
NIL	NIL

(13) **Resolution: Item No. 13:** -Approval under Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 according consent to the Board for creation of mortgages, charges, on all the immovable and movable properties of the Company both present and future and to do all such acts and things as may be necessary for giving effect to this resolution. **(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
36	2664	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

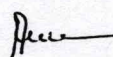
Total number of members (in person or by Proxy whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



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. A combined report containing result of e-voting and Poll is attached as Annexure I.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe custody.

Thanking you,

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


(A.N.Kukreja)
Proprietor,
CP No.2318.



New Delhi.

September 30, 2014

To whomsoever it may concern

Reg: Shyam Telecom Limited

We hereby state that after the voting process was over, the Box(s) containing the Polling Papers in respect of the Poll taken on the 30th September, 2014 at the 21st Annual General Meeting of the Members of the Shyam Telecom Ltd. (CIN NO.L32202RJ992PLC017750) held on 30th September at 11:00 hrs. at Hotel Hilton, Plot No. 42 Geejgarh House, Hawa Sadak Road, Jaipur-302006 (Rajasthan) was/were opened by the Scrutinizer, Shri A.N.Kukreja, M/s A.N.Kukreja and Co., Company Secretaries (CP 2318), in our presence.

Witnesses:

1. *Ment Roops Mehta*
305, Sukh Sage Apts
Bani Park Jaipur - 302016
2. *Lidai Kumar Srivastava*
B-13 Anaj Mandi
Chandpole - D.A. Road - Bazar

Date: 30-9-2014



Annexure 1

Scrutinizers Combined Report

Shyam Telecom Limited

- (1) Resolution : Item No.1: To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 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, 2014 and Profit and Loss Account for the year ended on that date together with report of Auditors thereon. **(Ordinary Resolution)**.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	6870359	98.98

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	70000	0	0	6870359	1.02



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(2)Resolution Item No.2: To appoint a Director in place of Mr. Rajiv Mehrota, (DIN No.00035766), who retires by rotation and being eligible offers himself for reappointment.

(Ordinary resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	6797694	36	2664	6870359	98.98

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	70001	0	0	6870359	1.02



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(3)Resolution : Item No.3: To appoint a Director in place of Mr. Ajay Khanna (DIN NO. 00027549), who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution):**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
23	6497694	36	2664	6870359	94.61

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
3	370001	0	0	6870359	5.39



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

4)Resolution: Item No. 4

Re-appointment of M/s Mehra Goel and Company, Chartered Accountants (Registration 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 to the conclusion of 24th AGM for financial 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. **(Ordinary Resolution)**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	6870359	98.98



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	70000	0	0	6870359	1.02

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

Resolution: Item No. 5. To approve appointment and remuneration of Shri Ajay Khanna, (DIN. NO. 00027549) in terms of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and any amendment thereto, as Managing Director of the Company for a period of 5 years with effect from 1st May, 2014 to 30th April, 2019 on terms and conditions as set out in the notice to the meeting. **(Ordinary Resolution).**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	6497695	36	2664	7270359	89.41



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
3	770000	0	0	7270359	10.59

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(6)Resolution: Item No. 6:

Appointment of Mr. Achintya Karati (DIN No.00024412) whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(Ordinary Resolution)**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	7270359	93.54



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270359	6.46

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(7) Resolution: Item No. 7: Appointment of Mr. Vinod Juneja (DIN No.00044311) whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director, with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(Ordinary Resolution).**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	6795695	36	2664	7268359	93.53



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7268359	6.47

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(8)Resolution: Item No. 8: Appointment of Mr. C.S. Malhotra (DIN No. 00276335) - whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(Ordinary Resolution)**.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	7270359	93.54



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270359	6.46

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(9)Resolution Item No. 9: Appointment of Mr. Narendra Kumbhat (DIN No. 00035665) whose period of office is liable to determination by retirement of directors by rotation, and in respect of the company has received notice in writing; in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of Listing Agreement, as an Independent Director with effect from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. **(Ordinary Resolution).**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	6797692	36	2664	7270356	93.54



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270356	6.46

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(10)Resolution Item No, 10: Appointment of Ms Nishi Sabharwal (DIN No. 06963293), pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules there under, read with Schedule IV of the Act and as per Listing Agreements with stock exchanges; as a non-executive Independent Director to hold office for 5 consecutive years for a term up to the conclusion of 26th Annual General Meeting of the Company i.e. in the year 2019 , not liable to retire by rotation. **(Ordinary Resolution)**.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
24	2244695	36	2664	2717359	82.70



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	2717359	17.30

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(11)Resolution Item No, 11: To adopt new Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013 and rules framed there under, containing regulations in conformity with the Companies Act, 2013. **(Special resolution)**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	7270359	93.54



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270359	6.46

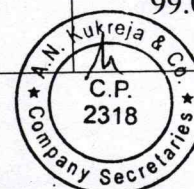
(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(12)Resolution Item No, 12: Approval for payment of remuneration of Rs. 40,000/-, pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors') Rules, 2014 to M/s K.G. Goel and Associate, Cost Accountants (Registration No. 000024), appointed by the Board of Directors of the Company, for audit of cost records of the company for financial year ending 31st March, 2015.

(Ordinary Resolution)**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
26	7197695	36	2664	7270359	99.04



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	70000	0	0	7270359	0.96

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

(13) Resolution : Item No. 13: Approval under Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 according consent to the Board for creation of mortgages, charges, on all the immovable and movable properties of the Company both present and future and to do all such acts and things as may be necessary for giving effect to this resolution. **(Special Resolution)**

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast(shares) through E-voting and poll	% of total number of valid votes cast
25	6797695	36	2664	7270359	93.54



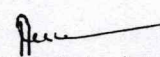
(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
2	470000	0	0	7270359,	6.46

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
-	-	-	-	-

All the above resolutions including special resolutions have been passed by requisite majority.


(A.N.Kukreja)
Scrutinizer
CP No. 2318



Date: September 30, 2014