

# CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India  
Tel: +91 11-2630 2076; E-mail: [support@corp-nexus.com](mailto:support@corp-nexus.com); Website: [www.corp-nexus.com](http://www.corp-nexus.com)

## Consolidated Scrutinizer's Report

*(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs.)*

To,

The Chairman

**Beetel Teletech Limited**

**CIN: U32204HR1999PLC042204**

First Floor, Plot No. 16, Udyog Vihar,

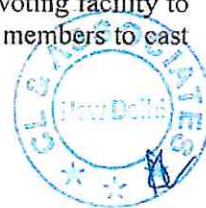
Phase IV, Gurgaon – 122015, Haryana, India

Dear Sir,

I, Abhishek Lamba, Partner of M/s. CL & Associates, Company Secretaries, having office at D20/1, 3<sup>rd</sup> Floor, Chhatarpur Enclave, Phase - II, New Delhi – 110074 was appointed as scrutinizer for the purpose of the scrutinizing the voting process i.e. remote e-voting and e-voting at the Annual General Meeting (“AGM”) 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 from time to time) and Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, on the resolutions mentioned in notice dated July 17, 2023 (“AGM Notice”) for 24<sup>th</sup> AGM of Beetel Teletech Limited, (“Company”) held on Friday, September 22, 2023 at 03:00 pm IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

I submit my report as under:

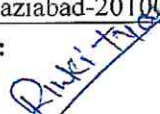
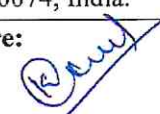
1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules thereof including circulars in respect of the resolutions contained in the notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the AGM Notice.
2. The remote e-voting period commenced on Tuesday, September 19, 2023 at 09:00 am and ended on Thursday, September 21, 2023 at 05:00 pm via remote e-voting platform on the designated website of National Securities Depositories Limited (NSDL), authorized agency to provide remote e-voting facility viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had also provided e-voting facility to the members who attended through VC/OAVM during the AGM to enable those members to cast their votes, if they had not cast their vote earlier through remote e-voting.



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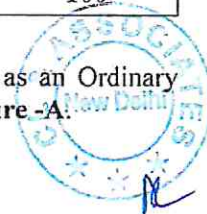
3. The members of the Company as on the "cut off" date i.e. Friday, September 15, 2023 were entitled to avail the facility of remote e-voting as well as e-voting at AGM on the proposed resolution(s) as set out in the AGM Notice.
4. The total paid up equity share capital of the Company as on Friday, September 15, 2023 was Rs. 5,09,16,070/- (Rupees Five Crores Nine Lakh Sixteen Thousand Seventy Only) divided into 50,91,607 (Fifty Lakh Ninety One Thousand Six Hundred Seven) equity shares of INR 10/- (Rupees Ten Only) each.
5. After completion of e-voting at the AGM, the votes cast by the members through e-voting at the AGM and through remote e-voting were unblocked in the presence of two witnesses Ms. Rinki Tyagi and Mr. Kamal Tanwar who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

<b>Name:</b> Rinki Tyagi	<b>Name:</b> Kamal Tanwar
<b>Address:</b> H. No. 568, Vishwas Nagar, Sihani, Ghaziabad-201001, Uttar Pradesh	<b>Address:</b> House No. 197, Dera Village, New Delhi-110074, India.
<b>Signature:</b> 	<b>Signature:</b> 

6. The data of e-voting was diligently scrutinized and reconciled with the records maintained by MCS Share Transfer Agent Limited, Delhi, Registrar and Share Transfer Agent ("RTA") of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
7. The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both facilities.
8. The consolidated summary of results of e-voting and remote e-voting at the AGM are as under:
  - a) **Resolution No. 1: To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Auditors and Board of Directors thereon.**

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>e-voting at AGM</b>	<b>Remote e-Votes</b>	<b>Total</b>	
<i>Assent</i>	5	49,45,476	49,45,481	100
<i>Dissent</i>	0	0	0	0
<b>Total</b>	5	49,45,476	49,45,481	100

Therefore, the resolution no. 1 has been approved with the requisite majority as an Ordinary Resolution. Details of e-voting at AGM and remote e-voting are given in **Annexure -A**.





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- b) **Resolution No. 2: To appoint director in place of Mr. Devendra Khanna (DIN: 01996768), who retires by rotation and being eligible, offers himself for re-appointment.**

<i>Ordinary Resolution</i>				
<i>Particulars</i>	<i>Number of Valid Votes</i>			<i>Percentage</i>
	<i>e-voting at AGM</i>	<i>Remote e-Votes</i>	<i>Total</i>	
<i>Assent</i>	5	49,45,476	49,45,481	100
<i>Dissent</i>	0	0	0	0
<i>Total</i>	5	49,45,476	49,45,481	100

Therefore, the resolution no. 2 has been approved with the requisite majority as an Ordinary Resolution. Details of e-voting at AGM and remote e-voting are given in **Annexure -B**.

- c) **Resolution No. 3: To appoint Mr. Arvind Kohli (DIN - 00001920) as an Independent Director for a period of five (5) years on the Board of the Company.**

<i>Ordinary Resolution</i>				
<i>Particulars</i>	<i>Number of Valid Votes</i>			<i>Percentage</i>
	<i>e-voting at AGM</i>	<i>Remote e-Votes</i>	<i>Total</i>	
<i>Assent</i>	5	49,45,476	49,45,481	100
<i>Dissent</i>	0	0	0	0
<i>Total</i>	5	49,45,476	49,45,481	100

Therefore, the resolution no. 3 has been approved with the requisite majority as an Ordinary Resolution. Details of e-voting at AGM and remote e-voting are given in **Annexure C**.

- d) **Resolution No. 4: To consider and approve appointment / re-appointment of Mr. Sanjeev Chhabra (DIN: 08174113) as Managing Director & CEO of the Company for a period of five (5) years.**

<i>Special Resolution</i>				
<i>Particulars</i>	<i>Number of Valid Votes</i>			<i>Percentage</i>
	<i>e-voting at AGM</i>	<i>Remote e-Votes</i>	<i>Total</i>	
<i>Assent</i>	5	49,45,476	49,45,481	100
<i>Dissent</i>	0	0	0	0

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<i>Total</i>	<i>5</i>	<i>49,45,476</i>	<i>49,45,481</i>	<i>100</i>
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Therefore, the resolution no. 4 has been approved with the requisite majority as a Special Resolution. Details of e-voting at AGM and remote e-voting are given in **Annexure D**.

- e) **Resolution No. 5: Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants as Cost Auditors of the Company.**

<i>Ordinary Resolution</i>				
<i>Particulars</i>	<i>Number of Valid Votes</i>			<i>Percentage</i>
	<i>e-voting at AGM</i>	<i>Remote e-Votes</i>	<i>Total</i>	
<i>Assent</i>	<i>5</i>	<i>49,45,476</i>	<i>49,45,481</i>	<i>100</i>
<i>Dissent</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>
<i>Total</i>	<i>5</i>	<i>49,45,476</i>	<i>49,45,481</i>	<i>100</i>

Therefore, the resolution no. 5 has been approved with the requisite majority as an Ordinary Resolution. Details of e-voting at AGM and remote e-voting are given in **Annexure E**.

9. The register and all other papers relating to voting by electronic means shall remain in my safe custody until the Chairman considers, approves and signs the minutes thereafter, I, shall hand over the register and other related papers to the Company.

Thanking you,  
Yours faithfully,

For CL & Associates  
Company Secretaries  
Firm Unique Code: P2021DE084900

Abhishek/Lamba  
Partner

Membership No. F10489  
Certificate of Practice No. 13754  
Peer Review No. 1423/2021  
UDIN: F010489E001072165  
Date: September 24, 2023  
Place: New Delhi

Countersigned by



Sanjeev Chhabra

Chairman of the Meeting  
(DIN:08174113)



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## Annexure-A

*Details of e-voting at AGM & remote e-voting for resolution no. 1 are as under:*

### A1. VOTING THROUGH E-VOTING AT AGM:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid-up value of the Equity Shares</i>
			<i>(In Rs.)</i>
<i>a) Total votes received</i>	2	5	50
<i>Less: Invalid Votes</i>	0	0	0
<i>b) Net Valid votes cast</i>	2	5	50
<i>c) Votes with assent</i>	2	5	50
<i>d) Votes with dissent</i>	0	0	0

### A2. VOTING THROUGH REMOTE E-VOTING:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid-up value of the Equity Shares</i>
			<i>(In Rs.)</i>
<i>(a) Total Votes received</i>	66	49,45,476	4,94,54,760
<i>Less: Invalid Votes</i>	0	0	0
<i>(b) Net Valid Votes</i>	66	49,45,476	4,94,54,760
<i>(c) Votes with Assent</i>	66	49,45,476	4,94,54,760
<i>(d) Votes with dissent</i>	0	0	0



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## Annexure-B

Details of e-voting at AGM & remote e-voting for resolution no. 2 are as under:

### B1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	2	5	50
Less: Invalid Votes	0	0	0
b) Net Valid votes cast	2	5	50
c) Votes with assent	2	5	50
d) Votes with dissent	0	0	0

### B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Total Votes received	66	49,45,476	4,94,54,760
Less: Invalid Votes	0	0	0
(b) Net Valid Votes	66	49,45,476	4,94,54,760
(c) Votes with Assent	66	49,45,476	4,94,54,760
(d) Votes with dissent	0	0	0



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## Annexure-C

Details of e-voting at AGM & remote e-voting for resolution no. 3 are as under:

### C1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	2	5	50
Less: Invalid Votes	0	0	0
b) Net Valid votes cast	2	5	50
c) Votes with assent	2	5	50
d) Votes with dissent	0	0	0

### C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Total Votes received	66	49,45,476	4,94,54,760
Less: Invalid Votes	0	0	0
(b) Net Valid Votes	66	49,45,476	4,94,54,760
(c) Votes with Assent	66	49,45,476	4,94,54,760
(d) Votes with dissent	0	0	0





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## Annexure-D

*Details of e-voting at AGM & remote e-voting for resolution no. 4 are as under:*

### D1. VOTING THROUGH E-VOTING AT AGM:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid-up value of the Equity Shares</i>
			<i>(In Rs.)</i>
<i>a) Total votes received</i>	2	5	50
<i>Less: Invalid Votes</i>	0	0	0
<i>b) Net Valid votes cast</i>	2	5	50
<i>c) Votes with assent</i>	2	5	50
<i>d) Votes with dissent</i>	0	0	0

### D2. VOTING THROUGH REMOTE E-VOTING:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid-up value of the Equity Shares</i>
			<i>(In Rs.)</i>
<i>(e) Total Votes received</i>	66	49,45,476	4,94,54,760
<i>Less: Invalid Votes</i>	0	0	0
<i>(f) Net Valid Votes</i>	66	49,45,476	4,94,54,760
<i>(g) Votes with Assent</i>	66	49,45,476	4,94,54,760
<i>(h) Votes with dissent</i>	0	0	0





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## Annexure-E

*Details of e-voting at AGM & remote e-voting for resolution no. 5 are as under:*

### **E1. VOTING THROUGH E-VOTING AT AGM:**

<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares</b>
			<b>(In Rs.)</b>
<i>a) Total votes received</i>	2	5	50
<i>Less: Invalid Votes</i>	0	0	0
<i>b) Net Valid votes cast</i>	2	5	50
<i>c) Votes with assent</i>	2	5	50
<i>d) Votes with dissent</i>	0	0	0

### **E2. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares</b>
			<b>(In Rs.)</b>
<i>(i) Total Votes received</i>	66	49,45,476	4,94,54,760
<i>Less: Invalid Votes</i>	0	0	0
<i>(j) Net Valid Votes</i>	66	49,45,476	4,94,54,760
<i>(k) Votes with Assent</i>	66	49,45,476	4,94,54,760
<i>(l) Votes with dissent</i>	0	0	0

