



GA & ASSOCIATES  
COMPANY SECRETARIES LLP

Form MGT-13

Consolidated Scrutinizer's Report

[Pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of the 19<sup>th</sup> Annual General Meeting ("19<sup>th</sup> AGM"),  
M/s Brightstar Telecommunications India Limited  
(Erstwhile Beetel Teletech Limited)  
First Floor, Plot No. 16, Udyog Vihar,  
Phase IV, Gurgaon, Haryana-122015

Subject: Consolidated Scrutinizer's Report on resolution(s) passed through remote e-voting and voting by ballot paper conducted at 19<sup>th</sup> AGM of Brightstar Telecommunications India Limited held on Tuesday, 25<sup>th</sup> September, 2018 at 10:00 A.M. at K-3, DLF Phase-II, Community Centre, Gurugram-122002.

Dear Sir,

I, Sanchita Bhardwaj, on behalf of, M/s GA and Associates Company Secretaries LLP, have been appointed as the Scrutinizer by the Board of Directors of Brightstar Telecommunications India Limited (Erstwhile Beetel Teletech Limited) vide their board resolution dated 23<sup>rd</sup> August, 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 21<sup>st</sup> September, 2018 commenced from 09:00 A.M. to 24<sup>th</sup> September, 2018 till 5:00 P.M. and to act as the scrutinizer for the ballot conducted at the 19<sup>th</sup> AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) Secretarial Standard-2 issued by ICSI.

My responsibility as a scrutinizer is restricted to making Scrutinizer's Report of the votes cast by the members for the resolutions contained in the Notice dated 23<sup>rd</sup> August, 2018, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-Voting facilities and scrutiny of the ballot process held on Tuesday, 25<sup>th</sup> September, 2018 at 10:00 A.M. at the 19<sup>th</sup> AGM of the Company.

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E-Voting facility was offered to only those members whose name was in the register of members on the cut-off date (i.e. 18<sup>th</sup> September, 2018) as mentioned in the Notice and Publication in the newspaper.

The e-votes cast were unblocked on Tuesday, 25<sup>th</sup> September, 2018 in the presence of two (2) witnesses i.e. Mr. Praveen Tiwari and Ms. Nitisha Mathur, who were not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

  
Signature:  
Name: Mr. Sameer Srivastav

  
Signature:  
Name: Ms. Nitisha Mathur

On the basis of the data downloaded from official website of NSDL for the purpose of e-Voting and the votes counted in the ballot conducted at the 19<sup>th</sup> AGM, I submit herewith the combined report on e-Voting together with that of the Ballot as under:

**Item No. 1: Ordinary Resolution**

To review, consider and adopt the Balance Sheet, Cash Flow Statement as on 31<sup>st</sup> March, 2018 and Profit & Loss Account for the Company for the year ended on 31<sup>st</sup> March, 2018 along with notes and schedules, on standalone and consolidated basis, together with the Auditors' and Directors' Report thereon.

**i. Voted in favour of the resolution:**

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
16	4945256	97.13

**ii. Voted against the resolution:**

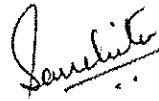
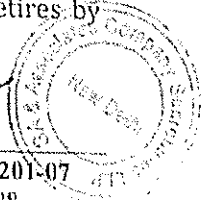
Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Number of members voted	Number of votes casted by them
1	30

**Item No. 2: Ordinary Resolution**

To appoint a Director in place of Harjeet Singh Kohli (DIN: 07575784), who retires by rotation and being eligible, offers himself for appointment.

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i. Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
16	4945256	97.13

ii. Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Number of members voted	Number of votes casted by them
1	30

**Item No. 3: Special Resolution**

Approval of remuneration of Mr. Deval Parikh, Whole-time Director from 1<sup>st</sup> January 2018 till 12<sup>th</sup> July, 2018.

i. Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
16	4945256	97.13

ii. Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Number of members voted	Number of votes casted by them
1	30

**Item No. 4: Special Resolution**

Approval for the appointment of Sanjeev Chhabra as Whole-time Director for 5 years and remuneration thereof.

i. Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
16	4945256	97.13

ii. Voted against the resolution:

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Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. **Invalid votes:**

Number of members voted	Number of votes casted by them
1	30

**Item No. 5: Special Resolution**

Creation of Security on the properties of the Company, both present and future in favour of lenders.

i. **Voted in favour of the resolution:**

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
16	4945256	97.13

ii. **Voted against the resolution:**

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. **Invalid votes:**

Number of members voted	Number of votes casted by them
1	30

**Item No. 6: Ordinary Resolution**

Ratification of Remuneration payable to M/s K. G. Goyal & Associates, Cost Accountants as cost auditors of the Company.

i. **Voted in favour of the resolution:**

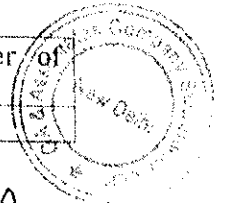
Number of members voted	Number of votes casted by them	% of total number of valid votes cast
16	4945256	97.13

ii. **Voted against the resolution:**

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. **Invalid votes:**

Number of members voted	Number of votes casted by them
1	30



*[Handwritten Signature]*

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All the Resolutions stand passed under e-Voting and Ballot with the requisite majority.

The combined result of the votes (electronic and physical) is annexed as **Annexure** with this report.

I further report that the Chairman or any other person as authorized may declare and confirm the above results of e-Voting as well as Ballot Process.

I further report that Section 108 and Section 109 of Companies Act, 2013 read with Rule No. 20 and 21 of the Companies (Management and Administration) Rules, 2014, have been duly complied with. The polling papers and other relevant records relating to e-Voting and Ballot will be handed over to the Chairman for safe keeping after the Chairman approves and signs the minutes of the meeting.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of e-Voting and Ballot Process.

Thanking You.

Yours faithfully,

for GA & Associates

Company Secretaries LLP



**SANCHITA BHARDWAJ**  
Membership No.: 43096  
C.P. No.: 20701

Date: 26<sup>th</sup> September, 2018  
Place: New Delhi



(Sanjeev Chhabra)

Chairman of 19<sup>th</sup> AGM

(Dir)



**GA & ASSOCIATES**  
**COMPANY SECRETARIES LLP**

Annexure

**Combined Results of the votes (Electronic and Physical)**

1. To review, consider and adopt the Balance Sheet, Cash Flow Statement as on 31<sup>st</sup> March, 2018 and Profit & Loss Account for the Company for the year ended on 31<sup>st</sup> March, 2018 along with notes and schedules, on standalone and consolidated basis, together with the Auditors' and Directors' Report thereon.

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group/ are interested in the agenda/ resolution:			No					
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6)= $\frac{(4)}{(2)} \times 100$	(7)= $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	4862997	2266277	46.60	2266277	0	100	0
	Poll		2596720	53.40	2596720	0	100	0
	Sub- Total		4862997	100	4862997	0	100	0
Public- Institutions	E-Voting	34961	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	193649	82240	42.47	82240	0	100	0
	Poll		19	0.01	19	0	100	0
	Sub- Total		82259	42.48	82259	0	100	0
<b>TOTAL</b>		<b>5091607</b>	<b>4945256</b>	<b>97.13</b>	<b>4945256</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*No of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.

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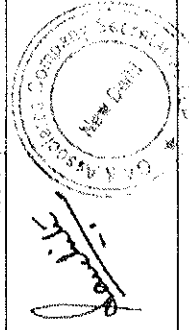
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2. To appoint a Director in place of Harjeet Singh Kohli (DIN: 07575784), who retires by rotation and being eligible, offers himself for appointment.

Resolution Required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter group/ are interested in the agenda/ resolution:		No						
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting		2266277	46.60	2266277	0	100	0
	Poll	4862997	2596720	53.40	2596720	0	100	0
	Sub- Total		4862997	100	4862997	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	34961	0	0	0	0	0	0
	Sub- Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		82240	42.47	82240	0	100	0
	Poll	193649	19	0.01	19	0	100	0
	Sub- Total		82259	42.48	82259	0	100	0
TOTAL		5091607	4945256	97.13	4945256	0	100	0

\*No of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.

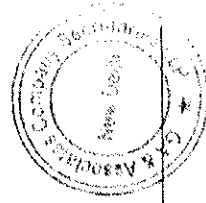


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3. Approval of remuneration of Mr. Deval Parikh, Whole-time Director from 1<sup>st</sup> January 2018 till 12<sup>th</sup> July, 2018.

Resolution Required: (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter group/ are interested in the agenda/ resolution:		No						
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	4862997	2266277	46.60	2266277	0	100	0
	Poll		2596720	53.40	2596720	0	100	0
	Sub- Total		4862997	100	4862997	0	100	0
Public- Institutions	E-Voting	34961	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	193649	82240	42.47	82240	0	100	0
	Poll		19	0.01	19	0	100	0
	Sub- Total		82259	42.48	82259	0	100	0
<b>TOTAL</b>		<b>5091607</b>	<b>4945256</b>	<b>97.13</b>	<b>4945256</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*No of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.



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4. Approval for the appointment of Sanjeev Chhabra as Whole-time Director for 5 years and remuneration thereof.

Resolution Required: (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter group/ are interested in the agenda/ resolution:		No						
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting	4862997	2266277	46.60	2266277	0	100	0
	Poll		2596720	53.40	2596720	0	100	0
	Sub- Total		4862997	100	4862997	0	100	0
Public- Institutions	E-Voting	34961	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	193649	82240	42.47	82240	0	100	0
	Poll		19	0.01	19	0	100	0
	Sub- Total		82259	42.48	82259	0	100	0
TOTAL		5091607	4945256	97.13	4945256	0	100	0

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5. Creation of Security on the properties of the Company, both present and future in favour of lenders.

Resolution Required: (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter group/ are interested in the agenda/ resolution:		No						
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting		2266277	46.60	2266277	0	100	0
	Poll	4862997	2596720	53.40	2596720	0	100	0
	Sub- Total		4862997	100	4862997	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	34961	0	0	0	0	0	0
	Sub- Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		82240	42.47	82240	0	100	0
	Poll	193649	19	0.01	19	0	100	0
	Sub- Total		82259	42.48	82259	0	100	0
<b>TOTAL</b>		<b>5091607</b>	<b>4945256</b>	<b>97.13</b>	<b>4945256</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*No of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.



*[Handwritten Signature]*

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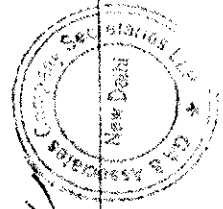
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6. Ratification of Remuneration payable to M/s K. G. Goyal & Associates; Cost Accountants as cost auditors of the Company.

Resolution Required: {Ordinary/Special}		Ordinary Resolution						
Whether promoter/ promoter group/ are interested in the agenda/ resolution:		No						
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting		(2) 2266277	46.60	(4) 2266277	(5) 0	$\frac{(4)}{(2)} \times 100$ 100	$\frac{(5)}{(2)} \times 100$ 0
	Poll	4862997	2596720	53.40	2596720	0	100	0
	Sub- Total		4862997	100	4862997	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	34961	0	0	0	0	0	0
	Sub- Total		34961	0	0	0	0	0
Public- Non Institutions	E-Voting		82240	42.47	82240	0	100	0
	Poll	193649	19	0.01	19	0	100	0
	Sub- Total		82259	42.48	82259	0	100	0
<b>TOTAL</b>		<b>5091607</b>	<b>4945256</b>	<b>97.13</b>	<b>4945256</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*No of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.

**CONCLUSION: All the ORDINARY AND SPECIAL RESOLUTIONS as per the Notice convening the Annual General Meeting have been CARRIED WITH REQUISITE MAJORITY.**



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