



**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,
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 poll conducted at Extra Ordinary General Meeting (EGM) and remote e-Voting of Brightstar Telecommunications India Limited held on Friday, 29th March, 2019 at 11:30 A.M. at RnB Select, the Clover, 37A, Sushant Lok-I, Block-B, (Behind Starz School), Gurugram-122002.

Dear Sir,

I, **Sanchita Bhardwaj**, on behalf of, **M/s GA and Associates Company Secretaries LLP**, have consented to act as the Scrutinizer vide consent letter dated 08.02.2019 of **Brightstar Telecommunications India Limited (Erstwhile Beetel Teletech Limited)** 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 25th March, 2019 commenced from 09:00 A.M. to 28th March, 2019 till 5:00 P.M. and to act as the scrutinizer for the ballot conducted at the 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 22nd February, 2019, 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 Friday, 29th March, 2019 at 11:30 A.M. at the EGM of the Company.

E-Voting facility was offered to only those members whose name was in the register of members on the cut-off date (i.e. 22nd March, 2019) as mentioned in the Notice and Publication in the newspaper.

For GA & Associates Company Secretaries LLP

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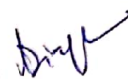
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Partner

The e-votes cast were unblocked on Saturday, 30th March, 2019 in the presence of two (2) witnesses i.e. Mr. Luv Wadhwa and Ms. Divya Rani, 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. Luv Wadhwa

Signature: 
Name: Ms. Divya Rani

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 EGM, I submit herewith the combined report on e-Voting together with that of the Ballot as under:

Item No. 1: Special Resolution

To consider change in designation of Mr. Sanjeev Chhabra from Whole Time Director (WTD) to Managing Director (MD).

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
56	4945315	100

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
11	12

Item No. 2: Special Resolution

To consider fixation/ revision in the remuneration of Mr. Sanjeev Chhabra (appointed as Whole Time Director wef 25th September 2018 & re-designated as Managing Director wef 28th January 2019) with effect from 1st January 2019.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
56	4945315	100

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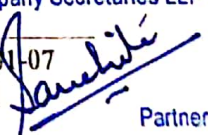
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ii. Voted **against** the resolution:

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
11	12

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.

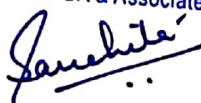
I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of e-Voting and Ballot Process.

Thanking You.
Yours faithfully,

For GA & Associates

Company Secretaries LLP

For GA & Associates Company Secretaries LLP



SANCHITA BHARDWAJ

Partner

Membership No.: 43096

C.P. No.: 20701

Date: 30th March, 2019

Place: New Delhi

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Annexure

Combined Results of the votes (Electronic and Physical)

1. To consider change in designation of Mr. Sanjeev Chhabra from Whole Time Director (WTD) to Managing Director (MD).

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 of votes polled	% of Vote against of votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4862997	1007235	20.71	1007235	0	100	
	Poll		3855762	79.29	3855762	0	100	
	Sub- Total		4862997	100	4862997	0	100	
Public- Institutions	E-Voting	34961	0	0	0	0	0	
	Poll		0	0	0	0	0	
	Sub- Total		0	0	0	0	0	
Public- Non Institutions	E-Voting	193649	3	0.01	3	0	100	
	Poll		82315	42.51	82315	0	100	
	Sub- Total		82318	42.52	82318	0	100	
TOTAL		5091607	4945315	97.12	4945315	0	100	

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

For GA & Associates Company Secretaries LLP

Partner

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2. To consider fixation/ revision in the remuneration of Mr. Sanjeev Chhabra (appointed as Whole Time Director wef 25th September 2018 & re-designated as Managing Director wef 28th January 2019) with effect from 1st January 2019.

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)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4862997	1007235	20.71	1007235	0	100	0
	Poll		3855762	79.29	3855762	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	3	0.01	3	0	100	0
	Poll		82315	42.51	82315	0	100	0
	Sub- Total		82318	42.52	82318	0	100	0
TOTAL		5091607	4945315	97.12	4945315	0	100	0

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

CONCLUSION: Both the SPECIAL RESOLUTIONS as per the Notice convening the Extra Ordinary General Meeting have been CARRIED WITH REQUISITE MAJORITY.

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