

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024

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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 General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs]

To,

The Chairman

BRIGHTSTAR TELECOMMUNICATIONS INDIA LIMITED

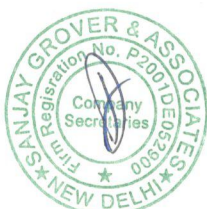
(CIN:U32204HR1999PLC042204)

First Floor, Plot No. 16, Udyog Vihar,

Phase IV, Gurgaon-122015

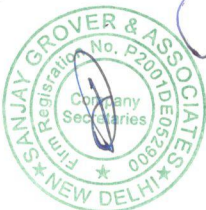
Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at 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 General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs on the resolution(s) mentioned in Notice dated August 7, 2020 for 21st AGM of the Company held on Friday, September 25, 2020 at 2:00 P.M. 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 resolution stated in the Notice.
2. The remote e-voting period commenced on Monday, September 21, 2020 at 09:00 A.M. and ended on Thursday, September 24, 2020 at 05:00 P.M. via remote e-voting platform on the designated website of NSDL, Authorized Agency to provide remote e-voting facility viz.: <http://evoting.nsdl.com/>. The Company had also provided e-voting facility to the Members 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.
3. The Members of the Company as on the "cut off" date i.e. Friday, September 18, 2020 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 September 18, 2020 was Rs. 5,09,16,070/- (Rupees Five Crore Nine Lakh Sixteen Thousand and Seventy Only) divided into 50,91,607 (Fifty lakh Ninety One Thousand Six Hundred Seven) equity shares of Rs. 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, Mr. Gaurav Divedi and Ms. Anjali who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Anjali

6. The data of e-voting were diligently scrutinized and reconciled with the records maintained by the 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 only through remote e-voting. None of the shareholder exercised voting during or at the AGM.
8. The consolidated summary of results of e-voting at the AGM and remote e-voting are as under:

Resolutions No. 1- To review, consider and adopt financial statements of the Company including the audited Balance Sheet as on 31st March, 2020 and Cash Flow Statement and Statement of Profit & Loss for the financial year ended 31st March, 2020 along with notes and schedules, on standalone and consolidated basis, together with the Auditors and Directors Report thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-Votes	Total	
Assent	0	49,45,380	49,45,380	99.9996
Dissent	0	21	21	0.0004
Total	0	49,45,401	49,45,401	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of remote e-voting are given in **Annexure- A**.



Resolution No. 2- To appoint director in place of Mr. Sanjeev Chhabra (DIN:-08174113), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-Votes	Total	
Assent	0	49,45,380	49,45,380	99.9996
Dissent	0	21	21	0.0004
Total	0	49,45,401	49,45,401	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of remote e-voting are given in **Annexure- B.**

Resolution No. 3- To consider re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company and to fix their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-Votes	Total	
Assent	0	49,45,380	49,45,380	99.9996
Dissent	0	21	21	0.0004
Total	0	49,45,401	49,45,401	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of remote e-voting are given in **Annexure- C.**



Resolution No. 4- To appoint Mr. Devendra Khanna (DIN-01996768) as director liable to retire by rotation

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-Votes	Total	
Assent	0	49,45,380	49,45,380	99.9996
Dissent	0	21	21	0.0004
Total	0	49,45,401	49,45,401	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of remote e-voting are given in **Annexure-D.**

Resolution No. 5- To appoint Mr. Gerard Patrick O'Keeffe (DIN-08807817) a director liable to retire by rotation.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-Votes	Total	
Assent	0	49,45,380	49,45,380	99.9996
Dissent	0	21	21	0.0004
Total	0	49,45,401	49,45,401	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of remote e-voting are given in **Annexure-E.**



Resolution No. 6- To appoint Mr. Rajesh Madan (DIN – 02647922) as Independent Director for a period of 5 years.

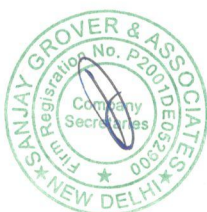
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-Votes	Total	
Assent	0	49,45,380	49,45,380	99.9996
Dissent	0	21	21	0.0004
Total	0	49,45,401	49,45,401	100

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of remote e-voting are given in **Annexure-F**.

Resolution No. 7- Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants as Cost Auditors of the company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-Votes	Total	
Assent	0	49,45,380	49,45,380	99.9996
Dissent	0	21	21	0.0004
Total	0	49,45,401	49,45,401	100

Therefore, the Resolution No. 7 has been approved with requisite majority. Details of remote e-voting are given in **Annexure-G**.



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

Thanking you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

Devesh Kumar Vasisht

(Devesh Kumar Vasisht)

Partner

Scrutinizer

CP No.:13700

UDIN: F008488B000781260

Date: September 26, 2020

Place: New Delhi



**Countersigned by
Authorised Signatory**

Annexure - A

Details of remote e-voting for Resolution No.-1 are as under:

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	63	49,45,401	4,94,54,010
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	63	49,45,401	4,94,54,010
d) Votes with Assent	62	49,45,380	4,94,53,800
e) Votes with Dissent	1	21	210

Annexure - B

Details of remote e-voting for Resolution No.-2 are as under:

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	63	49,45,401	4,94,54,010
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	63	49,45,401	4,94,54,010
d) Votes with Assent	62	49,45,380	4,94,53,800
e) Votes with Dissent	1	21	210



Annexure - C

Details of remote e-voting for Resolution No.-3 are as under:

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	63	49,45,401	4,94,54,010
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	63	49,45,401	4,94,54,010
d) Votes with Assent	62	49,45,380	4,94,53,800
e) Votes with Dissent	1	21	210

Annexure -D

Details of remote e-voting for Resolution No.-4 are as under:

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	63	49,45,401	4,94,54,010
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	63	49,45,401	4,94,54,010
d) Votes with Assent	62	49,45,380	4,94,53,800
e) Votes with Dissent	1	21	210



Annexure -E

Details of remote e-voting for Resolution No.-5 are as under:

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	63	49,45,401	4,94,54,010
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	63	49,45,401	4,94,54,010
d) Votes with Assent	62	49,45,380	4,94,53,800
e) Votes with Dissent	1	21	210

Annexure -F

Details of remote e-voting for Resolution No.-6 are as under:

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	63	49,45,401	4,94,54,010
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	63	49,45,401	4,94,54,010
d) Votes with Assent	62	49,45,380	4,94,53,800
e) Votes with Dissent	1	21	210



Annexure -G

Details of remote e-voting for Resolution No.-7 are as under:

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	63	49,45,401	4,94,54,010
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	63	49,45,401	4,94,54,010
d) Votes with Assent	62	49,45,380	4,94,53,800
e) Votes with Dissent	1	21	210

