

**TRANSCRIPT OF
THE 22ND ANNUAL GENERAL MEETING
OF BEETEL TELETECH LIMITED HELD ON 23RD
SEPTEMBER 2021 AT 3.30 PM (IST) THROUGH VIDEO
CONFERENCING PLATFORM
OF NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL)**

Present – Directors, Management Representatives, Auditors and Scrutinizer

Directors

Mr. Devendra Khanna – Chairperson
Mr. Sanjeev Chhabra – Managing Director
Mr. Sanjay Dua – Independent Director
Ms. Neha Sharma - Independent Director

Key Managerial Personals (KMPs)

Mr. Ankur Agrawal – Chief Financial Officer
Mr. Neeraj Manchanda – Company Secretary

Auditors & Scrutinizers

Mr. Ravi Chaudhary – Deloitte Haskins & Sells LLP
(Representative of Statutory Auditors)

Mr. Saurabh Jain – Saurabh Jain & Associates, Company Secretaries
(Secretarial Auditor)

Mr. Devesh Vasisht – M/s. Sanjay Grover & Associates, Company Secretaries
(Scrutinizer)

TRANSCRIPT OF THE 22ND ANNUAL GENERAL MEETING OF BEETEL TELETECH LIMITED HELD ON 23RD SEPTEMBER 2021 AT 3.30 PM (IST) THROUGH VIDEO CONFERENCE PLATFORM OF NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL)

<p>Neeraj Manchanda, Company Secretary speaking</p>	<p>So Good Afternoon to all of you, Ladies & Gentlemen.</p> <p>My name is Neeraj Manchanda, Company Secretary of Beetel Teletel Limited. It is 3.30 PM and time to start our annual general meeting. Welcome to the 22nd Annual General Meeting of shareholders.</p> <p>This meeting is held through video conference and other audio-visual means because of the COVID-19 pandemic situations. This is in-compliance of the circulars issued by the Ministry of Corporate Affairs, Government of India. The company has taken all feasible steps to ensure that shareholders are provided with an opportunity to participate in the Annual General Meeting and e-vote. Adequate video-conferencing facility and live web cast of the proceedings have been provided through the platform provided by National Securities Depository Limited (NSDL).</p> <p>Extract of the register of directors and key managerial personal and their shareholding, if any, and extract of register of contracts or arrangements, in which directors are interested are available and will remain accessible to the members for inspection, electronically, if they so desire along with other documents referred in the notice of AGM.</p> <p>Today, we have Mr. Sanjeev Chhabra, Managing Director with us. I request him to please introduce other directors and officers, present in this virtual meeting and request Mr. Chairperson to chair this meeting.</p> <p>Over to you, Sir.</p>
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<p>Sanjeev Chhabra, Managing Director speaking</p>	<p>Thank you Neeraj. Good afternoon, Ladies & Gentlemen. Welcome to the 22nd Annual General Meeting of shareholders. I will start with the introduction of Board of Directors.</p> <p>Today, we are privileged to have Mr. Devendra Khanna, Chairman, Mr. Sanjay Dua, and Ms. Neha Sharma, Independent Directors, in the meeting, joining through video conference.</p> <p>We also have Mr. Ankur Agrawal, Chief Financial Officer and representatives of Statutory Auditors' and Secretarial Auditors, participating in the meeting, as per statutory requirement.</p> <p>Now, I request Mr. Devendra Khanna, Chairman to Chair the meeting and start with business/ proceedings.</p> <p>Over to you Sir.</p>
<p>Devendra Khanna, Chairman speaking</p>	<p>Thank you, Sanjeev. So, Good afternoon Ladies & Gentlemen. It is the 22nd Annual General Meeting.. Ok.</p> <p>So welcome 22nd AGM of Beotel Teletech Limited. I just take a few minutes for introductory and then hand over mike to Sanjeev Chhabra. We can't even say handover the mike. Ok. Fair enough.</p> <p>So, I think few developments, one is of course, we will run you through Sanjeev but the Company's name change from Brightstar Telecommunications to Beotel Teletech, which was name of company used to have earlier, some years back. Clearly, year in question which is year 2021, for the Accounts and Annual Report being placed before the shareholders. Turn out to be very tough year. As You all know. So... primarily driven by the Covid situation. So I must complement management team (the entire management team lead by Sanjeev) as well as our partners & bankers and everyone who actually has helped us and supported us during this tough times. I must say keeping the situation mind I think the..... after the initial thrust and push that we got which really brought us to a to a kind of halt. In the beginning, I would say, starting of March 2021 and going upto about.. another 2 months.. after that the team did took over and did a dramatically good job.. So I think now of course is situation is where some of the disruption of Covid like second wave, though it was really really bad and led to some real personal losses in the team and extended member of the team also. But I think from business perspective more or less people are</p>

	<p>taking it aside and in a way preparing themselves for any such further set back if all they just happen. We just praying to God that the severity is far lesser as we saw in second wave. So I think I will now handover to Sanjeev who can probably run you an over view of the business that what happened in 2021 in front of you and various verticals, how they are performing and what are we doing.</p> <p>So over to you Sanjeev.</p>
<p>Sanjeev Chhabra, Managing Director speaking</p>	<p>Thank you, Mr. Khanna.</p> <p>I am pleased to share an update on your Company's performance for 2020-21. As a Company, we have always strived to better our performance by continually deepening our domain expertise, strengthening capabilities, and expanding our product portfolio. Despite the increasingly challenging environment, we continue to improve our business and market position. This would not have been possible without your support. Despite of global challenging environment, your company has recorded an overall revenue of INR 8260.77 million during the FY 2020-21, on consolidated basis.</p> <p>Your company operates 3 business verticals i.e. Networks, Enterprises and Consumer. All business verticals fostered new alliances with global brands for introducing new products and solutions and for the overall growth of business operations. During the year under review, your Company has launched new 'Made in India' brand – "FLiX" in consumer accessories and despite of launch in COVID-19 times, FLiX has shown good response from consumers and performed well on online platforms as well as conventional marketplace. Your Company has also collaborated with reputed global brands such as Philips, Celly, Radware, Skylo, Headspin and Black Box for distribution of their products and shall continue to explore more brands in this segment.</p> <p>Your company is looking for adding more distribution brands in audio accessories, education field, artificial intelligence, machine learning & networks. In addition to product-lines, your company also has a long-term vision of establishing itself in IT & Communications service and maintenance domain.</p> <p>I convey my wholehearted appreciation to our esteemed brand partners, channel partners, financiers, bankers, auditors, clientage, shareholders and expect this very</p>

	<p>same patronage and support in future.</p> <p>Now, I request Company Secretary to proceed further with agenda as per notice.</p>
<p>Neeraj Manchanda, Company Secretary speaking</p>	<p>Thank you Sanjeev. Thank you Mr. Chairperson.</p> <p>As of now we have 73 participants as shareholders participating in the meeting.</p> <p>The notice dated 19 August 2021 convening this Annual General Meeting and a copy of the annual report for the financial year ended 31 March 2021 has already been circulated to members of the company, electronically. With your permission, I shall take them as read.</p> <p>The auditors' report on the stand alone and consolidated financial statements and the secretarial audit report of the company for the financial year ended 31 March 2021 do not contain any qualification or modified opinion, accordingly, reports are not required to be read out and with your permission, I shall take them as read.</p> <p>The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner. Scrutinizer is present in the meeting through virtual means.</p> <p>Five resolutions have been proposed in the notice for consideration of shareholders, which are as below:</p> <p>ITEM 1: To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Auditors and Board of Directors thereon.</p> <p>To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:</p> <p>The Resolution goes-</p> <p>"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with</p>

the reports of the Auditors and Board of Directors thereon be and are hereby received, considered and adopted.”

ITEM 2. To appoint director in place of Mr. Devendra Khanna (DIN: - 01996768), who retires by rotation and being eligible, offers himself for re-appointment

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

The Resolution Goes

“**RESOLVED THAT** Mr. Devendra Khanna (DIN: 01996768), Director of the Company, who is liable to retire by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

ITEM 3: To appoint Mr. Sanjay Dua (DIN - 00008381) as Non-executive Independent Director of the Company for a period of 5 years.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

The Resolution Goes

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. Sanjay Dua (DIN - 00008381), who was appointed as an Additional Non executive Independent Director of the Company with effect from 30th December 2020 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Independent Director pursuant to Section 160 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 30th December

2020 and the term shall not be subject to retirement by rotation.”

ITEM 4. To appoint Ms. Neha Sharma (DIN - 02647445) as Non-executive Independent Director of the Company for a period of 5 years

To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution:**

The resolution goes-

“**RESOLVED THAT** pursuant to the provisions of Section 149,150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Ms. Neha Sharma (DIN - 02647445), who was appointed as an Additional Non-executive Independent Director of the Company with effect from 30th December 2020 and in respect of whom the Company has received a notice in writing proposing her candidature for the office of independent director pursuant to Section 160 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 30th December 2020 and the term shall not be subject to retirement by rotation.”

ITEM 5. Ratification of remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditors of the Company

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

The resolution goes-

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time,

	<p>M/s. K. G. Goyal & Associates, Cost Accountants appointed as the Cost Auditors of the Company, to conduct of the audit of the cost records of the Company for the financial year 2021-22, be paid a remuneration of Rs. 33000/- (Rupees Thirty-Three Thousand Only) per annum, exclusive of taxes and out of pocket expenses incurred, if any as approved by the Board of directors and the Audit Committee”</p> <p>“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”</p> <p>Now, I request Mr. Chairperson to put these resolutions to vote. Only those Members/ shareholders, who are present in the meeting through VC facility and have not yet casted their vote on the resolutions through remote e-Voting, shall be eligible to vote through e-Voting system in the AGM.</p> <p>The results of voting shall be declared at the website of the Company and on the website of NSDL within three days of conclusion of AGM.</p> <p>With the concurrence of Chair, voting is now open. I request scrutinizers to take charge of voting process.</p> <p>Over to you Mr. Chairperson</p>
Devendra Khanna, Chairman speaking	So I think we can conclude by saying that voting will be done till 4:15 pm, is that right Neeraj?
Neeraj Manchanda, Company Secretary speaking	Yeah

Devendra Khanna, Chairman speaking	Ok, so any other item or can we now try to conclude meeting?
Neeraj Manchanda, Company Secretary speaking	Yeah. So Sir we received 2 requests from shareholder. One is Mr. Manjit Singh and second is Mr. Yashpal Chopra. They want to give vote of thanks to chair and they have something to speak as well. So we just go with Mr. Manjit Singh first followed by Mr. Yashpal Chopra.
Devendra Khanna, Chairman speaking	Sure
Neeraj Manchanda, Company Secretary speaking	Manjit Ji
Speaker shareholder Mr. Manjit Singh speaking (in Hindi & english)	Hello. Am I audible sir? Meri awaj aa rhi h ji aapko? Am I audible?
Neeraj Manchanda, Company Secretary speaking (in hindi & english)	Yes, Yes Manjit Ji. Please boliye
Speaker shareholder Mr. Manjit Singh speaking	Hello
Neeraj Manchanda, Company Secretary speaking	Ji Manjit Ji, please speak.
Speaker shareholder Mr. Manjit Singh speaking (in hindi)	Dridh nishchay and bishwas ke saath aap company ko aage gati-sheel kar rhe ho and company ka bhavishya aap accha hi karoge hame aap pr bharosa hai poora or hum chahte hai ki aap acha soche company ke baare main to company acha hi result aage dikhayegi. Ham isi ke saath aapke sabhi board of directors ka vote of thanks karte h. ki is covid ke daruan is platform per aapse judh paaye hai. Thank you for all management, director and secretarial team. Vote of thanks.
Devendra Khanna, Chairman & Neeraj Manchanda, Company Secretary speaking	Thank you.
Neeraj Manchanda, Company Secretary speaking	Mr. Yashpal Chopra. Yashpal ji we received your request to speak in the meeting
Speaker shareholder Mr. Yashpal Chopra speaking	I Yashpal Chopra, Client ID 10592847 & 10592558. I feel privileged. Just to offer my vote of thanks for the management for their positive contribution to the company during the year and I am very much hopeful and rather I wish at the current year will be better than the previous year because the previous year was impacted by covid and all that. In current year we have learnt how to live along with corona and our government has offered so many incentives so we are very sure that current year will be one of the best. So once again I thank to chairman and eminent board of directors for their solid contribution to the company. Good luck. Best of Luck. Stay safe. Thank you.

Devendra Khanna, Chairman speaking	Thank you Mr. Chopra. Any body else Neeraj?
Neeraj Manchanda, Company Secretary speaking	Yeah. No sir we can formerly conclude the meeting.
Devendra Khanna, Chairman speaking	Ok. I will do the formalities to close the meeting. Let me thank all the shareholders as well as directors, management team and other invitees who are there including monitoring the voting. Thank you very much.
Neeraj Manchanda, Company Secretary speaking	Thank you. Thanks a lot sir. Thank you.
