

BEETEL TELETECH LIMITED

(Erstwhile Brightstar Telecommunications India Limited)

Regd. Office: First Floor, Plot No. 16, Udyog Vihar, Phase IV, Gurgaon – 122015, Haryana, India

Corporate Identification Number : U32204HR1999PLC042204

Ph. No. +91 124 4823500 and Fax No. +91 124 4146130

Website: www.beetel.in, email: legal.secretarial@beetel.in

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting (“EGM”) of the members of Beetel Teletech Limited, erstwhile Brightstar Telecommunications India Limited (hereinafter to be referred as the “**Company**”) will be held on Friday, 3rd December, 2021 at 3:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following businesses:

SPECIAL BUSINESSES:

1. To sell, dispose and/or transfer fixed assets/undertaking(s) of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a), and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), or re-enactment(s) or substitution(s) thereof for the time being in force), Articles of Association of the Company and such other necessary approvals, consents and permissions as may be necessary from appropriate authorities, if any, consent of the Members be and is hereby accorded to the Board to sell, dispose and/or transfer fixed assets/ undertaking(s) of the Company to any other company or body corporate through direct sale or slump sale or any other mode as may be mutually acceptable to both the parties to such transaction(s), on such terms and conditions as more appropriately defined in the agreements or any other documents proposed to be executed by the parties or through any other manner as it may deem fit to the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreements (including amendments), transfer deeds, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board, to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise with respect to sale, dispose and/or transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of Directors (including any committee of directors) be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director/Officers of the Company, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements, amendments and instruments, as may be required from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any committee of directors) be and is hereby authorised to do all such acts, deeds and things and to take

all such steps as may be necessary or incidental thereto, including to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the shareholders of the Company.”

2. To make investments in excess of limits specified under section 186 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 179, 186 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any amendment or re-enactment thereof for the time being in force), Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, if any, consent of the members be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 5,00,00,000/- (Rupees Five crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (including any committee of Directors) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary or incidental thereto, including to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the shareholders of the Company.”

3. To revise remuneration of Mr. Sanjeev Chhabra as Managing Director of the Company w.e.f. April 1, 2021

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such other necessary approvals, as may be required, approval of the Members be and is hereby accorded to revise the remuneration of Mr. Sanjeev Chhabra, Managing Director of the Company with effect from 1st April, 2021 till 24th September 2023 on the following terms & conditions :

(a) Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis: Rs. 1,35,97,500 per annum or such other amount as may be determined by the Board of Directors of the Company, provided that increment, if any, during the subsequent years, shall not exceed 25% per annum of the fixed pay of the preceding financial year.

(b) Variable Pay (Performance Linked Incentive) to be paid annually after the end of the financial year: Rs. 58,27,500 (at 100% performance) per annum or such sum as

may be determined by the Board from time to time, provided however that the total Variable Pay shall not exceed 65% of the annual fixed pay for any financial year.

(c) Perquisites: As per Company's policy(s) or as approved by the Board from time to time, provided however that the aggregate value of the perquisites shall not exceed 10% of the fixed pay in any financial year.

(d) Other Benefits: Other benefits including leave encashment as per Company's Policy(s).

(e) Mr. Sanjeev Chhabra shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. Sanjeev Chhabra, the above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances and other benefits as minimum remuneration in compliance of Schedule V and other applicable provisions of the Companies Act, 2013 or any other applicable law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to vary, alter and modify the terms and conditions of appointment, remuneration / remuneration structure of Mr. Sanjeev Chhabra within the limits set out above and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Board Committee or Director(s) to give effect to the aforesaid resolution.”

For and on behalf of the Board of Directors
Beetel Teletech Limited

Sd/-

Sanjeev Chhabra
(Managing Director)
DIN : 08174113

Date: 30.10.2021
Place: Delhi

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), EGM is allowed to be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members may attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company situated at 1st Floor, Plot No. 16, Udyog Vihar, Phase-IV, Gurugram, Haryana - 122015.
2. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, pursuant to the provisions of Sections 112 and 113 of the Companies Act, 2013 the Body Corporates and others eligible to appoint authorised representatives are still entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Since the EGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Members may join the EGM in the VC/OAVM mode which will remain open for participation 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
7. Members are requested to intimate immediately in case of any change in their address, including e mail addresses to the Company.
8. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
10. Institutional shareholders are encouraged to attend and vote at the EGM.
11. EGM has been convened through VC or OAVM in Compliance with applicable provisions

of the Companies Act, 2013 read with MCA Circulars.

12. Company's Registrar and Transfer Agent (RTA) is MCS Share Transfer Agent Ltd.

ELECTRONIC DISPATCH OF NOTICE OF EGM AND PROCESS FOR REGISTRATION OF E-MAIL ID:

13. In compliance with the aforesaid MCA Circulars, Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of EGM will also be available on the Company's website www.beetel.in and on the website of NSDL <https://www.evoting.nsdl.com>.
14. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses by sending email request at admin@mcsregistrars.com; and/ or legal.secretarial@beetel.in, along with scanned copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card and self-attested copy of any document (example: Aadhar, Driving License, Election Identity Card, Passport) in support of address of the Member. Members holding shares in dematerialised mode are requested to register / update their e-mail addresses with the relevant Depository Participants.
15. Please note that updation/ registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the Notice of EGM and thereafter shall be disabled from the records of the RTA immediately after this EGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.

"Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries."

PROCESS TO PROCURE USER ID & PASSWORD FOR E-VOTING/REMOTE E-VOTING & JOINING OF EGM FOR THOSE SHAREHOLDERS WHO'S EMAIL IDS ARE NOT REGISTERED

16. (a) The shareholders who's email ids are not registered with the depositories / company can procure user id and password and register the email ids for e-voting/remote e-voting on the resolutions set out in this notice and also joining the EGM. In case shares are held in physical mode shareholders are requested to provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN and AADHAR by email to admin@mcsregistrars.com and/ or legal.secretarial@beetel.in. In case shares are held in demat mode, shareholders are requested to provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self attested copy of PAN & AADHAR to admin@mcsregistrars.com; and/ or legal.secretarial@beetel.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)**

of 23 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- (b) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (c) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ITEMS PROPOSED IN NOTICE OF EGM :

- 17. As the EGM is being conducted through VC / OAVM, for smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account no. / folio no., email id, mobile no. at legal.secretarial@beetel.in. Questions / queries received by the Company by Wednesday, 1st December, 2021 till 5:00 P.M. shall be considered and responded during EGM.
- 18. The Company reserves its right to restrict the number of questions, as appropriate for smooth conduct of the EGM.

PROCEDURE FOR REMOTE E-VOTING

- 19. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide facility to the members to exercise their right to vote at EGM by electronic means and the business shall be transacted through e-voting including remote e-voting. The facility of casting the votes by the members using remote e-voting and electronic voting during EGM will be provided by National Securities Depository Limited (NSDL).
- 20. The Company has approached NSDL for providing e-voting services through their e-voting platform. In this regard, members de-mat account/folio number has been enrolled by the Company for their participation in e-voting on resolutions placed by the Company on e-voting system. Notice of EGM of the Company inter alia indicating the process and manner of e-voting process can be downloaded from the link <https://www.evoting.nsdl.com> or www.beetel.in.
- 21. The e-voting period commences on Tuesday, 30th November 2021 (9:00 am) and ends on Thursday, 2nd December 2021 (5:00 pm). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 22. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 26th November 2021. Any

person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 26th November 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. In addition, the facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their votes by remote e-voting shall be eligible to cast their votes through e-voting during the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at EGM will not be considered. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

23. Procedure to vote electronically using NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com.

	<p>Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at

	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Procedure to Log-in to NSDL e-Voting website

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/member' section.

- iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 118674 then user ID is 118674001***

- v) Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned in Note No. 16 process for those shareholders whose email ids are not registered.

- vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - viii) Now, you will have to click on "Login" button.
 - ix) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

- i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - ii) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 - iii) Now you are ready for e-Voting as the Voting page opens.
 - iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - v) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
24. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in; and legal.secretarial@beetel.in. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

25. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (FCS-8488; C.P. No. 13700), Partner, of M/s. Sanjay Grover & Associates, Company Secretaries, and failing him, Ms. Priyanka, (FCS-10898, C.P. NO.: 16187) Partner, of M/s. Sanjay Grover & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
26. The results of the electronic voting shall be declared at the website of the Company i.e. www.beetel.in and on the website of NSDL <https://www.evoting.nsdl.com>, within three days of conclusion of EGM.
27. Login id and password can be used by members exclusively for e-voting/remote e-voting on the resolutions and joining of General Meeting of the Companies in which members are the shareholders. It is strongly recommended to the members not to share their password with any other person and take utmost care to keep it confidential.
28. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 or 1800 22 44 30 or send a request to evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

INSTRUCTIONS FOR JOINING THE EGM THROUGH VC / OAVM:

29. Members will be provided with a facility to attend the EGM through VC / OAVM through the NSDL e-voting system. Members may access the EGM by following the steps mentioned in Step 1 of Note No. 23 "Access to NSDL e-Voting system". After successful login, you can see link of "VC/OAVM link" placed under "**Join General Meeting**" menu against the company name. You are requested to click on "VC/OAVM link" placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
30. Members are encouraged to join the meeting through Laptops for better experience.
31. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
32. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF EGM ARE AS UNDER:

33. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
34. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
35. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
36. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

37. All documents referred to in the Notice of EGM will be available for inspection in electronic mode, based on the request being sent on legal.secretarial@beetel.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

To sell, dispose and/or transfer fixed assets/ undertaking(s) of the Company

Pursuant to Section 180(1)(a) of the Companies Act 2013 and rules made thereunder, it is necessary to obtain consent of the Members to sell, dispose and/or transfer fixed assets/ undertaking(s) of the Company.

The Board of Directors in their meeting held on 30th October 2021 has approved and recommended to members to provide their approval to sell, dispose and/or transfer fixed assets/ undertaking(s) of the Company to any other company or body corporate through direct sale or slump sale or any other mode as may be mutually acceptable to both the parties to such transaction(s), on such terms and conditions as more appropriately defined in the agreement or any other documents proposed to be executed by the parties or through any other manner as it may deem fit to the Board.

None of the Directors/ Managers/ Key Managerial Personnel or relatives of any of the Directors/ Managers/ Key Managerial Personnel of your Company are in any way concerned or interested in the resolutions set out in the Item No. 1 of the Notice.

Your Board of Directors recommend the resolutions set out in the Item No. 1 for your approval by way of Special Resolution.

ITEM NO. 2 :

To make investments in excess of limits specified under section 186 of the Companies Act, 2013

As per the provisions of Section 186 of the Companies Act, 2013, the Company can invest in the securities of other bodies corporates, give loans, guarantees and provide securities for any loan facility to the extent of 60% of its paid-up share capital and free reserves or 100% of its free reserves whichever is higher with the approval of the Board of Directors but where the aggregate of investments, loans, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a Special Resolution.

Accordingly, consent of the Members is sought for making investments in the securities of other bodies corporates, give loans, guarantees and provide securities for any loan facility to be availed by the other Companies not exceeding INR 5,00,00,000/- (Rupees five crores only).

None of the Directors/ Managers/ Key Managerial Personnel or relatives of any of the Directors/ Managers/ Key Managerial Personnel of your Company are in any way concerned or interested in the resolutions set out in the Item No. 2 of the Notice.

Your Board of Directors recommend the resolutions set out in the Item No. 2 for your approval by way of Special Resolution.

ITEM NO. 3:

To revise the remuneration of Mr. Sanjeev Chhabra as Managing Director of the Company w.e.f. April 1, 2021

Mr. Sanjeev Chhabra was appointed as Whole-Time Director of the Company for a period of 5 years by way of shareholders' resolution dated 25th September 2018 and subsequently redesignated as Managing Director by way of shareholders' resolution dated 29th March 2019. His remuneration was also approved by the shareholders by way of shareholders' resolution dated 25th September 2018 which was subsequently revised by way of shareholders' resolution dated 29th March 2019 for a period of 3 years effective from 1st January 2019 to 31st December 2021.

Members may please note that based on the performance appraisal done by the Company, the Board has approved the revision of the remuneration of Mr. Sanjeev Chhabra, Managing Director, w.e.f. 1st April 2021, subject to the shareholders' approval.

In reference to the above, Members are requested to approve the remuneration of Mr. Sanjeev Chhabra as Managing Director of the Company w.e.f. 1st April 2021 to 24th September 2023 on the terms & conditions as detailed in the resolution at item no. 3 of this notice.

The Board of Directors and Nomination & Remuneration Committee in their meeting held on 30th October 2021 have approved the revision in the remuneration of Mr. Sanjeev Chhabra, Managing Director of the Company, with effect from 1st April 2021 till 24th September 2023 on terms & conditions as set out in resolution.

Mr. Chhabra does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Additional information in respect of Mr. Sanjeev Chhabra, pursuant to the statutory requirements including Secretarial Standard-2 and Part II of Schedule V of the Companies Act, 2013 :

Mr. Chhabra aged 47 years was appointed as Director of the Company on 12th July 2018. He is holding directorship in Beetel Teletech Singapore Private Limited (erstwhile Brightstar Telecommunications Singapore Private Limited).

Mr. Chhabra does not hold committee membership/chairmanship in any other company.

Mr. Chhabra attended all the Board Meetings of the Company held during the FY 2020-2021.

The terms and conditions of the appointment of Mr. Chhabra shall be governed by the Shareholders' resolutions and Remuneration Policy of the Company.

I. General Information: -

- (a) Nature of Industry: - Beetel is a value-added distribution house that partners with leading brands and creates and market products in the IT, Telecom and Enterprise Solution domain.
- (b) Date or expected date of commencement of commercial production: Existing/ ongoing Company;

- (c) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable;
- (d) Financial Performance based on given indicators:

(INR in Mn.)

Particulars	Financial Year ended 31 March 2021 (audited)	Financial Year ended 31 March 2020 (audited)
Gross Sales	7820.77	12,697.74
Other Income	34.84	232.71
Profit/Loss for the year (before tax)	(261.05)	110.65
Profit/Loss for the year (after tax)	(261.05)	110.65
Total comprehensive Profit/Loss for the year	(271.79)	128.68

- (e) Foreign Investments or Collaborations: Investment in wholly owned subsidiary in Singapore.

II. Information about the appointee:

- (a) Background details – Mr. Sanjeev Chhabra is an ICT industry veteran, having a career in sales & distribution spanning over two and half decades. In the past, he worked with several renowned corporates, including Ingram Micro, XO Infotech Ltd, SES Technologies Ltd and Microtek International Ltd. He has been with the Company for last 13 years and is serving as Executive Director from July 2018. He has been one of the core team members in the management of the Company. He has been a solid contributor to the business in various life stages of evolution of the Company. He has been instrumental in the business growth of the Company and enhanced shareholders value. He is an estimable leader and dedicated team player capable of evoking highest levels of team engagement. Since his joining, as a business head, he, in the past 13 years has created path-breaking record in client acquisition across the globe and has closely worked with the management team to bring operational improvements, strategic growth and sustainability. He is a self-starter and has transformed the business from box-selling to value added distribution to services led approach. He holds the degree of BE in Electronics and PG Diploma in Marketing.
- (b) Past Remuneration - (as Managing Director, approved from 1st January 2019 to 31st December 2021): Shareholders approved the annual remuneration comprising of fixed remuneration of INR 120,25,000/-, variable remuneration of INR 64,75,000/- (which was based on Sanjeev Chhabra's annual appraisal), and other benefits/perquisites of INR 2,63,259/-.
- (c) Recognition or Awards: None.
- (d) Job profile and his suitability : Currently, Mr. Sanjeev Chhabra is working as Managing Director of the Company. He worked very closely with the management team to bring in operational improvement and strategic growth for the Company. He has been a solid contributor to the business, journeying along various life stages of evolution of the Company. He is responsible for day to day operations and management of the Company. Before joining Beetel, Mr. Sanjeev Chhabra has worked with several renowned corporates, including Ingram Micro, XO Infotech Ltd., SES Technologies Ltd. and Microtek International Ltd. He is a professional holding dual qualification. He has a

technical degree i.e. BE in Electronics as well as a management/ marketing qualification i.e. Post-Graduation Diploma in Marketing.

- (e) Remuneration proposed - As provided in the resolution.
- (f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person - Though direct comparable data could not be obtained, however, the proposed remuneration is in tune with the current remuneration packages of similar industry and size comparative to the Company. Further, the remuneration proposed to be paid to Mr. Sanjeev Chhabra is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and in accordance with highly competitive business scenario requiring recognition & reward of performance & achievement for retention of the best talent and motivation towards meeting the objectives of the Company.
- (g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any. – Only to the extent of his entitlement to the remuneration as a managerial personnel.

III. Other information:

- (a) Reasons of loss or inadequate profits – COVID -19 pandemic has impacted the business operations of the Company significantly due to which Company has suffered losses in last financial year.
- (b) Steps taken or proposed to be taken for improvement –
 - Simplification of the business structure and focus on existing verticals with a proven track record of profits is the new direction of the Company. To this effect, the Company has aligned its staff to support and grow profitable relationships in verticals such as enterprise, networks, consumer and mobility.
 - The Company has collaborated with some global reputed brands like Bharti Airtel, Philips, Celly, Radware, Skylo, Headspin and Black Box for distribution products. Management is hopeful that these collaborations shall be beneficial for the future profitable growth of the Company.
- (c) Expected increase in productivity and profits in measurable terms : Considering the measures taken by your Company and further plans and strategies, the Company is expected to perform better.

Except Mr. Sanjeev Chhabra and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way related, concerned or interested, financially or otherwise, in the resolution as set out in Item no. 3 of the Notice.

Your Board of Directors recommend the resolutions set out in the Item No. 3 for your approval by way of Special Resolution.

For and on behalf of the Board of Directors
Beetel Teletech Limited

Date: 30.10.2021
Place: Delhi

Sd/-
Sanjeev Chhabra
(Managing Director)
DIN : 08174113