



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 Beutel 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 18<sup>th</sup> Annual General Meeting (AGM) and remote e-Voting of Brightstar Telecommunications India Limited held on Wednesday, 27<sup>th</sup> September, 2017 at 10:00 A.M. at K-3, DLF Phase-II, Community Centre, Gurugram-122002.**

Dear Sir,

I, Jayanti Sharma, on behalf of, M/s Grover Ahuja and Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Brightstar Telecommunications India Limited (Erstwhile Beutel Teletech Limited) vide their board resolution dated 24<sup>th</sup> August, 2017 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 23<sup>rd</sup> September, 2017 commenced from 09:00 A.M. to 26<sup>th</sup> September, 2017 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 30<sup>th</sup> August, 2017, 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 Wednesday, 27<sup>th</sup> September, 2017 at 10:00 A.M. at the AGM 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. 20<sup>th</sup> September, 2017) as mentioned in the Notice and Publication in the newspaper.

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The e-votes cast were unblocked on Wednesday, 27<sup>th</sup> September, 2017 in the presence of two (2) witnesses i.e. Mr. Narendra Mohan and Ms. Alifia Jafri, 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. Narendra Mohan

Signature:   
Name: Ms. Alifia Jafri

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 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, 2017 and Profit & Loss Account for the Company for the year ended on 31<sup>st</sup> March, 2017 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
22	4945255	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

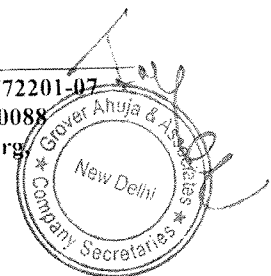
iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
0	0

**Item No. 2: Ordinary Resolution**

To appoint a Director in place of Mr. Paul Andrew Ringrose (DIN: 02799510), 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
22	4945255	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
0	0

**Item No. 3: Ordinary Resolution**

To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018) as the Statutory Auditors of the Company for the financial year ending on 31<sup>st</sup> March, 2018 to hold office until the conclusion of the Nineteenth (19<sup>th</sup>) Annual General Meeting (AGM) of the Company at such remuneration as may be fixed by the Board of Directors.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
22	4945255	100

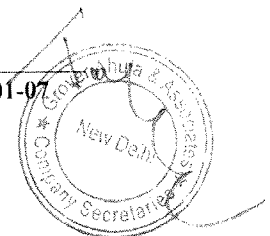
ii. Voted **against** the resolution:

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
0	0

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**Item No. 4: Special Resolution**

Approval of Remuneration of Mr. Deval Parikh (DIN: 03352255), Whole Time Director for the year 2017.

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

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
22	4945255	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
0	0

**Item No. 5: 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
22	4945255	100

ii. Voted **against** the resolution:

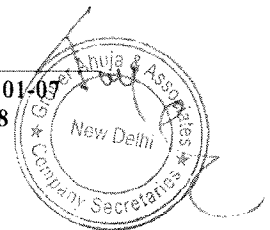
Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
0	0

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

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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.

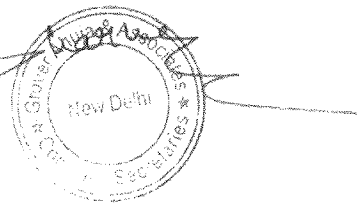
I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of e-Voting and Ballot Process.

Thanking You.  
Yours faithfully,

**For Grover Ahuja and Associates  
Company Secretaries**

*Jayanti*

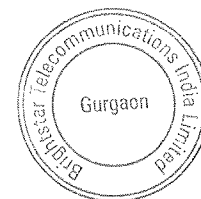
**Jayanti Sharma**  
**Membership No.: 22180**  
**C.P. No.: 12794**



**Date:** 27<sup>th</sup> September, 2017  
**Place:** New Delhi

*Deval Parikh*  
**Deval Parikh**

**Chairman of 18<sup>th</sup> AGM**



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# GROVER AHUJA & ASSOCIATES

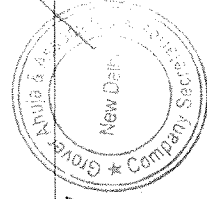
Company Secretaries  
Annexure

## 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, 2017 and Profit & Loss Account for the Company for the year ended on 31<sup>st</sup> March, 2017 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 (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (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
	<b>Sub- Total</b>		<b>4862997</b>	<b>100</b>	<b>4862997</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	210	0	0	0	0	0	0
	<b>Sub- Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		82238	36.01	82238	0	100	0
	Poll	228400	20	0.01	20	0	100	0
	<b>Sub- Total</b>		<b>82258</b>	<b>36.02</b>	<b>82258</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>TOTAL</b>		<b>5091607</b>	<b>4945255</b>	<b>97.13</b>	<b>4945255</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'.



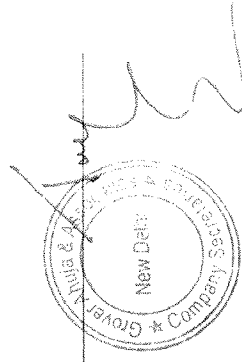
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2. To appoint a Director in place of Mr. Paul Andrew Ringrose (DIN: 02799510), who retires by rotation and being eligible, offers himself for appointment.

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 $[(2)/(1)]*100$	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)= $[(2)/(1)]*100$	(4)	(5)	(6)= $[(4)/(2)]*100$	(7)= $[(5)/(2)]*100$
	Poll	4862997	2266277	46.60	2266277	0	100	0
	Sub- Total		2596720	53.40	2596720	0	100	0
Public- Institutions	E-Voting		4862997	100	4862997	0	100	0
	Poll	210		0	0	0	0	0
	Sub- Total			0	0	0	0	0
Public- Non Institutions	E-Voting		82238	36.01	82238	0	100	0
	Poll	228400	20	0.01	20	0	100	0
	Sub- Total		82258	36.02	82258	0	100	0
<b>TOTAL</b>		<b>5091607</b>	<b>4945255</b>	<b>97.13</b>	<b>4945255</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'.

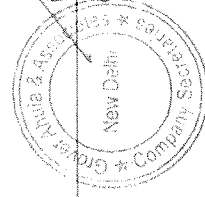


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3. To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018) as the Statutory Auditors of the Company for the financial year ending on 31<sup>st</sup> March, 2018 to hold office until the conclusion of the Nineteenth (19<sup>th</sup>) Annual General Meeting (AGM) of the Company at such remuneration as may be fixed by the Board of Directors.

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) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(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	210	0	0	0	0	0	0
	Sub- Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		82238	36.01	82238	0	100	0
	Poll	228400	20	0.01	20	0	100	0
	Sub- Total		82258	36.02	82258	0	100	0
<b>TOTAL</b>		5091607	4945255	97.13	4945255	0	100	0

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



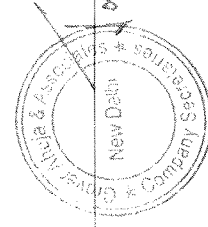
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E mail: info@groverahuja.in



4. Approval of Remuneration of Mr. Deval Parikh (DIN: 03352255), Whole Time Director for the year 2017.

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		2266277	46.60	2266277	0	100	0
	Poll	4862997	2596720	53.40	2596720	0	100	0
	<b>Total</b>		<b>4862997</b>	<b>100</b>	<b>4862997</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	210	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		82238	36.01	82238	0	100	0
	Poll	228400	20	0.01	20	0	100	0
	<b>Total</b>		<b>82258</b>	<b>36.02</b>	<b>82258</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>TOTAL</b>		<b>5091607</b>	<b>4945255</b>	<b>97.13</b>	<b>4945255</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'.



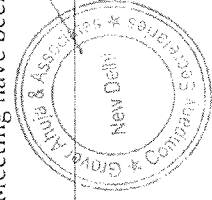
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5. Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants as Cost Auditors of the Company.

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)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		(2) 2266277	46.60	(4) 2266277	(5) 0	100	0
	Poll	4862997	2596720	53.40	2596720	0	100	0
	<b>Total</b>		<b>4862997</b>	<b>100</b>	<b>4862997</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	210	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		82238	36.01	82238	0	100	0
	Poll	228400	20	0.01	20	0	100	0
	<b>Total</b>		<b>82258</b>	<b>36.02</b>	<b>82258</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>TOTAL</b>		<b>5091607</b>	<b>4945255</b>	<b>97.13</b>	<b>4945255</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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