

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting of the members of **M/s Beetel Teletech Limited** (the "**Company**") will be held on Tuesday, 31st January, 2017 at 10.00 a.m. at K-3, DLF Phase-II, Community Centre, Gurugram- 122002 to transact the following businesses:

SPECIAL BUSINESS:

1. APPROVAL OF CHANGE IN NAME OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions and rules, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Registrar of Companies), consent of the shareholders of the company be and is hereby accorded to approve the change in the name of the Company from "**BEETEL TELETECH LIMITED**" to "**BRIGHTSTAR TELECOMMUNICATIONS INDIA LIMITED**".

RESOLVED FURTHER THAT pursuant to the provisions of section 13 and applicable rules and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Central Government (power delegated to Registrar of Companies), the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause I of the Memorandum of Association with the following clause:-

- I. The name of the Company is: "**BRIGHTSTAR TELECOMMUNICATIONS INDIA LIMITED**".

RESOLVED FURTHER THAT subject to the approval of the Central Government (power delegated to Registrar of Companies), the name "**BEETEL TELETECH LIMITED**", wherever it appears in the Articles of Association of the Company be substituted by the new name "**BRIGHTSTAR TELECOMMUNICATIONS INDIA LIMITED**".

RESOLVED FURTHER THAT Deval Parikh (DIN: 03352255), Director and Neeru Bhalla, Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things as may be required for giving effect to this resolution and to make necessary application for obtaining approval of the change of name of the Company and to file necessary e-forms with the Registrar of Companies."

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

Date: 29.12.2016

Place: Gurugram

Neeru Bhalla

(Company Secretary)

ACS No. 14181

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER. A PROXY DULY SIGNED AND STAMPED SHOULD BE DELIVERED TO THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING, TO BE EFFECTIVE;
2. Members/Proxies should bring their attendance slips attached herewith, duly filled-in and signed for attending the Meeting;
3. Corporate members are requested to send to the registered office of the Company a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the extra ordinary general meeting;
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at this meeting is annexed hereto; and
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days, up to and including the date of the Extra Ordinary General Meeting of the Company;

6. The Statutory Registers maintained under section 170 of the Companies Act, 2013 will be available at the venue for inspection by members;
7. Members are requested to intimate immediately any

change in their address, including e mail addresses to the Company;

8. Route map of the venue of meeting is attached herewith.



K-3, Community Centre, DLF Phase-II, Gurugram

PROCEDURE FOR REMOTE E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 members, facility to exercise their right to vote on resolutions proposed to be considered at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic

voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on 27th January, 2017 (9.00 am) and ends on 30th January, 2017 (5.00 pm). During this period the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th January, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a member receive an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz.; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Beetel Teletech Limited" which is 105882.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@groverahuja.in with a copy marked to evoting@nsdl.co.in
- B. In case a member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the EGM:
EVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 24th January, 2017.
- X. 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. 24th January, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XIII. Ms. Jayanti Sharma on behalf of M/s. Grover Ahuja & Associates, Practising Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing,

who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.beetel.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

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

The Board of Directors has proposed to change the name of the company from "**BEETEL TELETECH LIMITED**" to "**BRIGHTSTAR TELECOMMUNICATIONS INDIA LIMITED**" subject to the approval of the members of the Company by way of Special Resolution and subject to the approval of Central Government (Power delegated to Registrar of Companies). Pursuant to the deliberations, the Board of Directors has applied to the Registrar of Companies, for the change of name of the Company, which was duly approved and a name availability letter was received from Ministry of Corporate Affairs dated 19th December, 2016.

The Board of Directors has proposed to change the name of the Company in order to reflect the wide range of services that the Company provides to its customers and to achieve uniform universal presence. Also providing services to its customers in many innovative ways will be depicted truly by the new name. Also, the word readily signifies a relationship of the Company with its immediate Holding Company as well as ultimate Parent Company.

Further, none of the Directors/their relatives is in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice.

The Board recommends the Special Resolution for approval by the Shareholders.

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

Date: 29.12.2016
Place: Gurugram

Neeru Bhalla
(Company Secretary)
ACS No. 14181

BEETEL TELETECH LIMITED

(A Brightstar Company)

Regd.Office:1st Floor, Plot No. 16, Udyog Vihar Phase IV, Gurgaon-122015, Haryana, India

FORM NO. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **U32204HR1999PLC042204**

Name of the Company : **Beetel Teletech Limited**

Name of the Members :

Registered Address :

E-mail ID :

Folio No. / Client ID/DP ID :

I/We, being the member(s) holdingshares in the above named Company, hereby appoint

1. Name: Address

Email id: Signature:, or failing him

2. Name: Address

Email id: Signature:, or failing him

3. Name: Address

Email id: Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra-ordinary General Meeting** of Shareholders of Beetel Teletech Limited (the Company) on Tuesday, 31st January, 2017 at 10.00 am at K-3, DLF Phase-II, Community Centre, Gurugram-122002 and at any adjournment thereof in respect of resolution as indicated below:

PARTICULARS	OPTIONAL	
	FOR	AGAINST
SPECIAL BUSINESS		
APPROVAL OF CHANGE IN NAME OF THE COMPANY AND SUBSEQUENT ALTERATION / CHANGE IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY.		

Signed this.....day of..... 2017

Signature of shareholder.....

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BEETEL TELETECH LIMITED

(A Brightstar Company)

(CIN: U32204HR1999PLC042204)

Regd.Office: 1st Floor, Plot No. 16, Udyog Vihar Phase IV, Gurugram-122015, Haryana, India

T: +91-124-4823500, F:+91-124-4146130

website:www.beetel.in

ATTENDANCE SLIP

FOLIO NO. / DP ID / CLIENT ID	
NAME:	
ADDRESS:	
SHAREHOLDER JOINT 1	
SHAREHOLDER JOINT 2	
NO. OF SHARES HELD	
PAN NO. / SEQUENCE NO.	

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company being held on Tuesday, 31st January, 2017 at 10.00 am at K-3, DLF Phase-II, Community Centre, Gurugram- 122002

Member's Folio / DP ID-Client ID no. Member's / Proxy's name in Block letters Member's/Proxy's signature

Proxy's name:

Note:

1. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
2. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Notice for reference at the meeting

E-VOTING PARTICULARS

EVSN (E-VOTING SEQUENCE NUMBER)	USER ID (16 DIGITS DEMAT ACCOUNT/ FOLIO NO.)	PASSWORD / PIN

Note:- Please read instructions given under note to the Notice of Extra-ordinary General Meeting carefully before voting electronically.

