



SCRUTINIZER'S REPORT

**(Tribunal convened meeting of the equity shareholders of
HCIL Comtel Private Limited (CIN:U32204DL2007PTC168125))**

To,

1. **Mr. P. Nagesh, Advocate**
Tribunal appointed Chairperson for the Meeting
2. **Mr. Saurabh Kalia, Advocate**
Tribunal appointed Alternate Chairperson for the Meeting

Sub: Tribunal convened meeting of the equity shareholders of HCIL Comtel Private Limited (CIN: U32204DL2007PTC168125) held on Saturday, August 1, 2020 between 2:00 P.M. to 3:00 P.M. held through video conferencing or other audio/ visual means

Respected Sirs,

Pursuant to order dated May 11, 2020 (“**Order**”) of the Hon’ble Principal Bench of the National Company Law Tribunal at New Delhi (“**Tribunal**”) passed in Company Application No. CA (CAA)-186(PB)/2019, it was directed *inter alia*, to hold the meeting of the equity shareholders of HCIL Comtel Private Limited (“**Company**”) on Saturday, August 1, 2020 between 2:00 P.M. to 3:00 P.M. (“**Meeting**”), for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed scheme of arrangement (“**Scheme**”) between Bharti Airtel Limited, Bharti Airtel Services Limited, Hughes Communications India Private Limited and HCIL Comtel Private Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (“**Act**”).

In view of the present circumstances owing to COVID-19 pandemic and the restrictions/ lockdown imposed by the Central & State Government, the Meeting was held through video conferencing and/ or other audio/ video means (“**VC/OAVM**”) (following the operating procedures (with requisite modifications as may be required) referred to in Circular No.14/2020 dated April 8, 2020 read with Circular Nos. 17/2020 dated April 13, 2020 and 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India), for the purpose of seeking the approval of the equity shareholders of the Company regarding passing the below mentioned resolution as contained in the notice dated June 27, 2020 convening the Meeting, together with the documents accompanying the same, including the explanatory statement and the Scheme (collectively, the “**Notice**”). Further, there was no meeting requiring physical presence at a common venue:



“RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”), the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), other applicable laws and subject to the provisions of the memorandum of association and the articles of association of HCIL Comtel Private Limited (“HCIL Comtel”) and subject to the approval of the Hon’ble National Company Law Tribunal at New Delhi (“Tribunal”) and subject to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of HCIPL (“Board”, which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the composite scheme of arrangement between Bharti Airtel Limited, Bharti Airtel Services Limited, Hughes Communications India Private Limited and HCIL Comtel Private Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act (“Scheme”) as enclosed to the notice of the Tribunal convened meeting of the equity shareholders of HCIPL and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, which may be required and/ or imposed by the Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/ or making such adjustments in the books of accounts of HCIL Comtel as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

The equity shareholders of the Company were entitled to vote on the proposed resolution mentioned above through e-voting facility made available during the Meeting.

Since the Meeting was held through VC/OAVM, physical attendance of equity shareholders at the Meeting had been dispensed with. Further, since the facility for appointment of proxies by the equity shareholders was not available for the Meeting, hence the proxy form and attendance slip were not annexed to the Notice.

I, Naveen Shree Pandey, Company Secretary in practice, appointed by the Hon’ble Tribunal *vide* the said Order, as Scrutinizer, to scrutinize the voting done at the Meeting, submit my report as under:



REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING

1. Based on the records provided by the management of the Company, I understand as follows:
 - (i) On June 29, 2020, Notices in relation to the Meeting were sent by the Company by email to 7 equity shareholders as on June 12, 2020 who had registered their email IDs with the Company. Only the equity shareholders of the Company holding equity shares as on June 12, 2020 were entitled to vote on the proposed resolution contained in the Notice.
 - (ii) The Company published advertisements in relation to the Meeting in “*Financial Express*” (English) (NCR edition) and “*Jansatta*” (Hindi) (NCR edition), including in the corresponding electronic versions, on July 1, 2020.
 - (iii) Notice of the Meeting was also posted on the website of the Company at www.hughes.in.
2. The total paid-up equity share capital of the Company as on June 12, 2020 was INR 2,00,00,000 divided into 20,00,000 equity shares of INR 10/- each.
3. I verified the supporting documents/ authorizations/ board resolutions of the equity shareholders attending the Meeting, which were provided to me by the Company.

REPORT IN RESPECT OF THE MATTERS AFTER THE COMMENCEMENT OF THE MEETING AND VOTING

4. In compliance with the Order, the Meeting was duly convened and held on Saturday, August 1st, 2020 at 2:00 P.M. through VC/OAVM. The proceedings of the Meeting were deemed to be conducted at the registered office of Company which was the deemed venue of the Meeting. Along with me, the Chairperson, Mr. P. Nagesh, Advocate and the Alternate Chairperson, Mr. Saurabh Kalia, Advocate were also present at the Meeting.
5. In terms of the directions contained in the Order, quorum for the Meeting was fixed to be 9 Equity Shareholders in number, to be personally present. Further, it was also directed that in case the required quorum for the said Meeting is not present at the commencement of the Meeting, then the Meeting



shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum. Accordingly, the Meeting commenced at 2:00 P.M., since the requisite quorum of 7 equity shareholders was present at that time.

6. The Scheme was explained to the equity shareholders of Company who were present at the Meeting.
7. The summary of votes cast through e-voting during the Meeting, which has been prepared based on the reports generated by the evoting platform, is as under:

Particulars	No. of Voters	No. of Equity Shares	Percentage
a) Votes with assent	7	20,00,000	100%
b) Votes with dissent	NIL	NIL	NIL
c) Total votes received	7	20,00,000	100%

8. **Accordingly, the proposed resolution approving the Scheme has been unanimously approved by the requisite majority of the equity shareholders of the Company.**
9. The records/ papers relating to the Meeting were shared with the Chairperson of the Meeting after its conclusion.

Thanking you.

Yours truly,

For NSP & Associates

(Naveen Shree Pandey)

Company Secretary in Practice

Membership No.: F9028

Scrutinizer appointed by the Hon'ble Tribunal

UDIN: F009028B000544519

Date: August 1st, 2020

Place: New Delhi