



PRABHAT TELECOMS (INDIA) LIMITED

(CIN-L72100MH2007PLC169551)

Registered Office: Unit No. 402, Western Edge I, Kanakia Spaces, Western Express Highway,
Borivali (East), Mumbai - 400 066

Tel. No: - 022 - 4067 6000, Email: - investors@prabhatgroup.net

Website: - www.prabhattelecoms.com

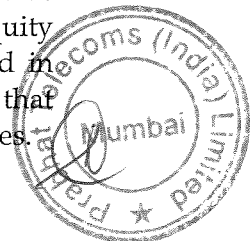
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **Prabhat Telecoms (India) Limited** will be held at Registered Office situated at Unit No. 402, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East), Mumbai - 400 066 on Wednesday, 20th June, 2018 at 4.00 p.m. to transact the following business:

1. Issue of Bonus Equity Shares of the Company:

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

RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Bonus issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended the Foreign Exchange Management Act, 1999, as amended and the rules, regulations, notifications and circulars issued thereunder and the consolidated FDI Policy dated June 07, 2016 (the "Foreign Exchange Regulations"), as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and subject to the approval of the shareholders in the extraordinary general meeting, the consent of the Board be and is hereby accorded that a sum of Rs. 1,78,43,790 be capitalized out of reserves and set free for distribution by issuing fully paid bonus equity shares amongst the equity shareholders in the ratio 1:5 of face value of Rs. 10/- and in proportion of shares held by them on the record date to be decided by the Board and that such news shares, as and when issued shall rank pari passu with the existing equity shares.



RESOLVED FURTHER THAT the equity shares proposed to be allotted in terms of this resolution shall be subject to the following:

- Allotment shall only be made in dematerialized form to all the existing shareholders of the Company.

- The allotment of equity shares is proposed to be completed within a maximum period of 60 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, or the Central Government then, the allotment shall be completed within 60 days from the date of receipt of such approval; and

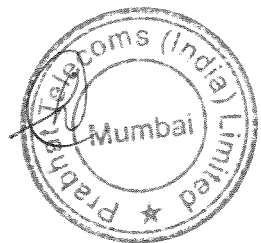
- the equity shares proposed to be issued shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the equity shares to be issued and allotted to the Existing shareholders as on record date.

RESOLVED FURTHER THAT Mr. Lijo Varghese, Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

Place: Mumbai
Date: 21/05/2018

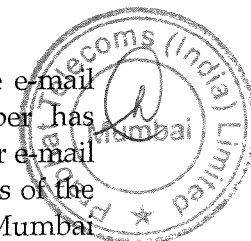
By and on behalf of the Board
For Prabhat Telecoms (India) Limited
Sd/-
Lijo Mathew Varghese
Company Secretary



NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the items of Special Business as set out above is annexed hereto.
2. A Member entitled to attend and vote at the Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the EGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing is given to the Company.
4. Members/Proxies should bring the duly filled in and signed attendance slip mentioning therein details of their DP ID and Client ID/ Folio No. which is enclosed herewith to attend the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the Registrar and Share Transfer Agent having its at Cameo Corporate Services Ltd , Submaramanian Building, 1 Club House Road, Chennai, Tamil Nadu - 600002.

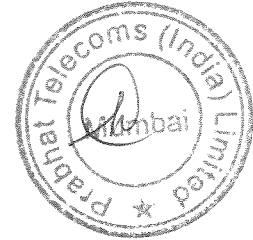
The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai



for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: Mail: investors@prabhatgroup.net

Place: Mumbai
Date: 21/05/2018

By and on behalf of the Board
For Prabhat Telecoms (India) Limited
Sd/-
Lijo Mathew Varghese
Company Secretary



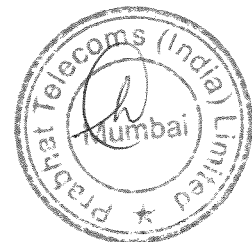
EXPLANATORY STATEMENT
Pursuant to Section 102(1) of the Companies Act, 2013

Item No.1:

The members are informed that over the years, the Company has performed significantly both in terms of revenue and profit. The Directors have created free reserves to a considerable extent out of its distributable profits and the balance in reserves and surplus as on March 31, 2017 is Rs. 33.62 crores. Presently, the Authorized Share Capital of your Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Re. 10/- (Rupee Ten only) each. With a view to share a part of the Company's free reserves, its Board of Directors has recommended issue of bonus shares in the ratio of 1:5, i.e. one shares for every five shares held by the shareholders, subject to their approval. The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association. The paid-up capital as on 21st May, 2018 is Rs.8,92,18,980. An amount of Rs. 1,78,43,790 from the free reserves is required to be capitalized for the issue of bonus shares in the ratio of 1:5. After the bonus issue, the paid-up share capital would increase to Rs. 10,70,62,770. The proposal for capitalization of the said reserves and issue of bonus shares is now placed for consideration and approval of the members. The Record Date for determining the eligibility of the shareholders to receive the said bonus shares will be fixed by the Board. The Board of Directors recommend for approval of members the capitalization of reserves and issue of bonus shares as proposed. The Directors recommend the Resolution at item nos. 1 of the Notice, for the approval of the Members of the Company by way of Ordinary Resolutions. The relevant documents referred in respect of the said items including memorandum of association are open for inspection by the members at the Registered Office of the Company on all working days during 11 a.m to 01.00 p.m up to the date of the meeting and also at the meeting. The Directors / Key Managerial Personnel or their relatives are concerned or interested, to the extent of their shareholding in the resolutions set out at item nos. 1 of the notice.

Place: Mumbai
Date: 21/05/2018

By and on behalf of the Board
For Prabhat Telecoms (India) Limited
Sd/-
Lijo Mathew Varghese
Company Secretary



ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extraordinary General Meeting on Wednesday, the 20th June, 2018 at 4.00 p.m., at the Registered Office of the Company situated at Unit No. 402, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East), Mumbai - 400 066.

Full name of the member's
attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held:

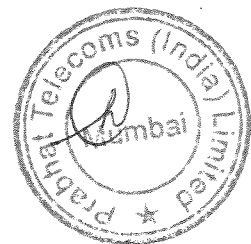
Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extraordinary General Meeting of the Prabhat Telecoms (India) Limited held at the Registered Office of the Company situated at Unit No. 402, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East), Mumbai - 400 066, Wednesday, the 20th June, 2018 at 4.00 p.m.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the EGM Notice to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014 - Form No.MGT-11)

Name of the Member(s):
 Registered address:
 E-mail Id :
 Folio No. / Client ID No. :DP ID No.

I / We, being the member(s) of Shares of Prabhat Telecoms (India) Limited, hereby appoint:

1. Name: E-mail Id:

 Address:

 Signature:

 or failing him

2. Name: E-mail Id:

 Address:

 Signature:

 or failing him

3. Name: E-mail Id:

 Address:

 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 the company to be held on Wednesday, 20th June, 2018 at 4.00 p.m. at Unit No. 402, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East), Mumbai - 400 066 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

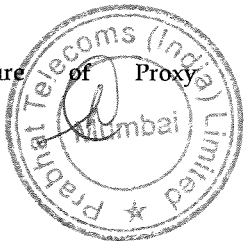
Sr. No.	Resolution	Vote	
		For	Against
1.	Issue of Bonus Equity Shares of the Company		

Affix
Revenue
Stamp

Signed this day of 2018

Signature of shareholder
holder(s)

Signature of Proxy



NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

