



**PRABHAT TELECOMS (INDIA) LIMITED**

CIN: L72100MH2007PLC169551

Regd Office: 402, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East), Mumbai 400066

Email: investors@prabhatgroup.net Contact: 022-40676000

Website: www.prabhattelecoms.com

**POSTAL BALLOT NOTICE**

**[Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

**To,  
All Members,  
Prabhat Telecoms (India) Limited**

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of The Companies Act, 2013 (**the "Act"**), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for Migration of Company from BSE SME Exchange to the Main Board Platform of BSE Limited are proposed to be passed by the Members of Prabhat Telecoms (India) Limited (**"the Company"**) through Postal Ballot.

The explanatory statement pursuant to Sections 102 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration. The said notice, along with Postal Ballot Form, has also been placed on the Company's website [www.prabhattelecoms.com](http://www.prabhattelecoms.com) for perusal of Members.

The Board of Directors of the Company, at its meeting held on 13<sup>th</sup> July, 2018, has appointed M/s. Budgumar & Co. Practicing Company Secretary firm (Membership No. ACS- 47471 & COP No. 17462), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and signatures at the designated place in the Postal Ballot Form and return the same in original duly completed in enclosed self-addressed, Business Reply Envelope (if posted in India) so as to reach the Scrutinizer not later than the close of business hours i.e., **17.00 Hrs (IST) on 13<sup>th</sup> August, 2018**. Please note that Postal Ballot Form(s), received after the said date shall be deemed invalid.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company cum Managing Director. Thereafter the results of the Postal Ballot would be announced by the Managing Director of the Company on 16<sup>th</sup> August, 2018 at the registered office of the Company. The aforesaid result will be communicated to the BSE Limited, Registrar

and Share Transfer Agent and will also be displayed on the Company's website [www.prabhattelecoms.com](http://www.prabhattelecoms.com)

**Item of Business requiring consent of members through Postal Ballot:**

**Resolution No.1 - Migration of Company from BSE SME Exchange to the Main Board Platform of BSE Limited:**

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 Regulation 106U and other relevant provisions, laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, Circular issued by BSE Limited dated November 26, 2012, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to migrate the Company, currently listed on SME Exchange of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said Resolution.

**RESOLVED FURTHER THAT** the Directors or Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

**RESOLVED FURTHER THAT** Company Secretary of the Company be and is/are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company."

**By order of the Board of Directors  
For Prabhat Telecoms (India) Limited**

SD/-

**Lijo Varghese  
Company Secretary**

**Place: Mumbai  
Date: 13.07.2018**

**Notes:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith along with Postal Ballot Form.
2. The Board of Directors of the Company ("the Board") at its meeting held on 13<sup>th</sup> July, 2018 has appointed M/s. Budgujar & Co., Practicing Company Secretary firm (Membership No. ACS- 47471 & COP No. 17462) to act as "The Scrutinizer" for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members as received and List of Beneficial Owners as received from National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 6<sup>th</sup> July, 2018.
4. Members, whose names appear on the Register of Members / List of Beneficial Owners as on 6<sup>th</sup> July, 2018 will be considered for the purpose of voting.
5. Member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer on or before close of business hours i.e. 17.00 Hrs (IST), on 13<sup>th</sup> August , 2018. Envelope containing Postal Ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. However, the Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.
6. Member cannot exercise his vote by proxy on Postal Ballot.
7. Copy of relevant documents referred in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M (IST) and 2.00 P.M (IST) to the date of declaration of the results of Postal Ballot.
8. Upon completion of scrutiny of the Postal Ballot voting, the Scrutinizer will submit his report to the Chairman & Managing Director. The results will be declared on 16<sup>th</sup> August, 2018 at the Registered Office of the Company and the Resolutions, if passed by the requisite majority shall be deemed to have passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms. The Last date specified by the company for receipt of duly completed Postal Ballot Forms shall be deemed to be the date of the General Meeting convened in that behalf. The results of the Postal Ballot shall also be communicated to Stock Exchange where the Company's shares are listed. The result will also be put up on the Company's website.

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

### **ITEM NO.1:**

Pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and circular dated 18th May, 2010, an issuer, whose specified securities are listed on a SME Exchange and whose post **issue face value capital is more than rupees ten crore and upto rupees twenty five crore**, and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and the Company meets listing requirements of Bombay Stock Exchange. The paid up Capital of the Company as on date is Rs. 10,70,62,770/- and Company is also listed on SME platform of BSE since 03<sup>rd</sup> August , 2016 and shall complete 2 years on 03<sup>rd</sup> August, 2018. By the time of completion of the postal ballot on 13<sup>th</sup> August, 2018, the Company shall have completed 2 years on the SME Board of BSE Ltd and thereafter shall make an application for migrating to Main Board of BSE Ltd, in compliance of BSE circular dated 26th November, 2012, Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company, enhanced recognition, increased participation of investors and also help the shareholders to enjoy sufficient return from their investments.

In view of above, you are requested to grant your consent to the Special Resolution as set out in Postal Ballot notice of the company.

The Directors of the Company propose the resolution for your approval. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

**Place: Mumbai**

**Date: 13.07.2018**



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**POSTAL BALLOT FORM**

Registered Folio No.	DP ID No.	Client ID No.	No. of shares held

**Name and Address of the Sole/  
First named Member:**

**Registered Office of the Member:**

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 13th July, 2018 by sending my/our assent or dissent to the said resolutions by placing a tick mark (√) in the appropriate box below:

Item No.	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Migration of Company from BSE SME Exchange to the Main Board Platform of BSE Limited.			

**Place:**

**Date:**

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**(Signature of Shareholder)**

**Note: Please carefully read the instructions printed overleaf before exercising the vote.**

## **INSTRUCTIONS**

(a) Members desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, M/s. Budgumar & Co., Practicing Company Secretary, in the enclosed self-addressed postage envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will be accepted.

(b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his / her absence by the next named Member.

(c) Assent must be accorded by placing a tick (√) mark in the column 'I / We assent to the Resolution (FOR)' or dissent must be accorded by placing a tick (√) mark in the column 'I / We dissent to the Resolution (AGAINST)'.

(d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.

(e) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) or registered with the Company, in respect of shares held in the dematerialised form or in the certificate form, respectively. Unsigned Postal Ballot Forms will be considered invalid.

(f) Postal Ballot Forms which are incomplete or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

(g) Members seeking duplicate Postal Ballot Forms can write to the Prabhat Telecoms (India) Limited, Unit No. 402, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (E), Mumbai - 400066 and e-mail at [investors@prabhatgroup.net](mailto:investors@prabhatgroup.net).

(h) Members are requested not to send any other paper along with this Postal Ballot Form.

(i) Completed Postal Ballot Forms, as stated above, should reach the Scrutinizer no later than the close of working hours i.e. 17.00 Hrs (IST) on Monday, 13th August, 2018. Postal Ballot Forms received after this date will be considered invalid.

## **GENERAL INFORMATION**

(1) One Postal Ballot Form is being sent for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

(2) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on Friday, 06th July, 2018 being the cut-off date.