



NITESH CHAUDHARY
Practicing Company Secretary
M. Com, MBA, ACS

csniteshchaudhary@gmail.com
Mob. No. - +91 8655456923

REPORT OF SCRUTINIZER

Form No. MGT – 13

Combined Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013, and Rules 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
M/s Prabhat Telecoms (India) Limited
2, Geetanjali Apartments,
Manchhu Bhai Road, Near Manali Hotel,
Near Subway, Malad (E), Mumbai – 400097

9th Annual General Meeting of the Members of M/s Prabhat Telecoms (India) Limited held on Friday, 30th September, 2016 at 4:00 PM at Corporate Office at Unit no. 402, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (E), Mumbai – 400 066.

Dear Sir,

I, **NITESH CHAUDHARY, Practicing Company Secretaries, Mumbai**, have been appointed by the Board of Directors of **M/s Prabhat Telecoms (India) Limited** (“the Company”) as Scrutinizer for the purpose of scrutinizing the poll including voting by electronic means which starts on 27th September, 2016 at 10:00 AM and end on 29th September, 2016 at 5:00 PM, and ascertaining the requisite majority on the voting carried out on the resolutions contained in the Notice of 9th AGM (hereinafter referred to as “the resolutions”) dated 31st August, 2016 of the 9th Annual General Meeting as per the provisions of Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21(2) of the Companies (Management and Administration) Rules, 2014.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the Listing Agreements with the Stock Exchanges, relating to poll including voting by electronic means. My responsibility as Scrutinizer is restricted to make a Scrutinizer’s Report of votes cast by the members for the resolutions contained in the notice based on report generated from the electronic platform provided by National Securities Depositories Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I have not found any invalid votes.
4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of National Securities Depository Limited i.e. (<https://www.evoting.nsdl.com>).
5. The combined result of the Poll and e-voting is as under:





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ORDINARY BUSINESS:

Resolution No. : 1
Nature of Resolution : Ordinary Resolution
Subject Matter : To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 and the reports of the Directors' and Auditors' thereon.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical Poll	2	50000	0.82
E-Voting	25	6083800	99.18
Total	27	6133800	100

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical Poll	0	0	0
E-Voting	0	0	0
Total	0	0	0

(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical Poll	0	0
E-Voting	0	0
Total	0	0

Resolution No. : 2
Nature of Resolution : Ordinary Resolution
Subject Matter : To Re-appoint Ms. Dipti More, Executive Director, who retires from office by rotation, but being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical Poll	2	50000	0.82
E-Voting	25	6083800	99.18
Total	27	6133800	100

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical Poll	0	0	0
E-Voting	0	0	0
Total	0	0	0





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(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical Poll	0	0
E-Voting	0	0
Total	0	0

Resolution No. : 3

Nature of Resolution : Ordinary Resolution

Subject Matter : To ratify the appointment of M/s Rajiv Sood & Co., Chartered Accountants as the Statutory Auditors of the company and to fix their remuneration considering the recommendation of the Audit Committee.

(ii) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical Poll	2	50000	0.82
E-Voting	25	6083800	99.18
Total	27	6133800	100

(iv) Voted against the resolution:

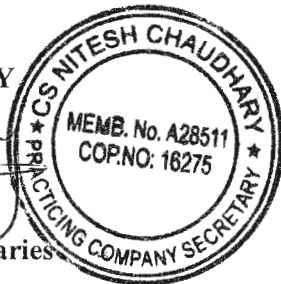
Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical Poll	0	0	0
E-Voting	0	0	0
Total	0	0	0

(v) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical Poll	0	0
E-Voting	0	0
Total	0	0

The electronic data and all other relevant records relating to the poll and e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes of AGM.

For NITESH CHAUDHARY



Practicing Company Secretaries
C. P. No: 16275
Meb. No.: A28511

Place: Mumbai
Date: 1st October, 2016