



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.ptil.prabhatgroup.net

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 resolutions appended below for Name Change of Company from "**Prabhat Telecoms (India) Limited**" to "**Prabhat Technologies (India) Limited**" and Appointment of Statutory Auditor are proposed to be passed by the Members of Prabhat Telecoms (India) Limited ("**the Company**") through Postal Ballot/ E-voting.

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 <http://www.ptil.prabhatgroup.net> for perusal of Members.

The Board of Directors of the Company, at its meeting held on 27th February, 2019, has appointed **Ms. Riddhi Shah**, Practicing Company Secretary (Membership No. ACS- 20168 & COP No. 17035), as the Scrutinizer for conducting the Postal Ballot/E-voting 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., **05.00 PM (IST) on 1st April, 2019**. Please note that Postal Ballot Form(s), received after the said date shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic

Means.' References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

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 (including E-voting) would be announced by the Managing Director of the Company on **2nd April, 2019** at the registered office of the Company. The aforesaid result will be communicated to the BSE Limited, Registrar and Share Transfer Agent, NSDL and will also be displayed on the Company's website <http://www.ptil.prabhatgroup.net>

The last date for receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would deemed to have been passed, if approved by the requisite majority.

Postal Ballot Start and End date

Postal Ballot Start date & Time	2 nd March, 2019 (10:00 AM)
Postal Ballot End date & Time	1 st April, 2019 (05:00 PM)

E-voting Start and End date

E-voting Start date & Time	2 nd March, 2019 (10:00 AM)
E-voting End date & Time	1 st April, 2019 (05:00 PM)

Items of Business requiring consent of members through Postal Ballot / E -voting:

Item No.1 - Resolution - Change of Name of the Company & Alteration of MOA and AOA:

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 provisions of Section 4, 13, 14 & 15 and other provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of Central Government (power delegated to Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for changing the name of Company from "**Prabhat Telecoms (India) Limited**" to "**Prabhat Technologies (India) Limited**" or any other name as made available by the Regulatory authorities, whether under Companies Act, 2013 or any other rules, laws, Acts, Statutes or regulations as may be applicable to the Company.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly with the new name as per the fresh Certificate of Incorporation:

I. The name of the Company is Prabhat Technologies (India) Limited

RESOLVED FURTHER THAT subject to the above, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with new name of the Company as per the fresh Certificate of Incorporation.

RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are hereby authorized to do and perform or cause to be done and perform all such acts, deeds, matters and things as may require or deemed necessary or incidental thereto including signing and filing all e-forms and other documents with any statutory authorities, as may be necessary and expedient to give effect to the above resolution on behalf of the Company and to settle and finalise all issues that may arise in this regard and the Board of Directors is also authorised to delegate all or any of the powers or authorities herein conferred to any Directors or other officials of the Company, without further reference to the shareholders of the Company.

Item No. 2 - Appointment of M/s. Harish Arora & Associates, Chartered Accountant (Firm No.015226C) Statutory Auditors to fill casual vacancy

To consider and if thought, to pass, with or without modification, the following resolution as **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 27th February, 2019 M/s. Harish Arora & Associates, Chartered Accountant (Firm No.015226C), Chittorgarh be and is hereby appointed as Statutory Auditors of the Company to fill the

casual vacancy caused by the resignation of M/s. Mahesh C. Solanki & Co., Chartered Accountants (Firm Registration No. 006228C).

RESOLVED FURTHER THAT M/s. Harish Arora & Associates, Chartered Accountant (Firm No.015226C), Chittorgarh be and are hereby appointed as Statutory Auditors of the Company by the approval of the Members through this Postal Ballot till the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

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

SD/-

**Meghana Kashte
Company Secretary**

**Place: Mumbai
Date: 27.02.2019**

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 and EVEN (e-voting).
2. The Board of Directors of the Company ("the Board") at its meeting held on 27th February, 2019 has appointed Ms. Riddhi Shah, Practicing Company Secretary (Membership No. ACS-20168 & COP No. 17035) to act as "The Scrutinizer" for conducting the Postal Ballot and E-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 22nd February, 2019.
4. Members, whose name appears on the Register of Members / List of Beneficial Owners as on 22nd February, 2019 will be considered for the purpose of voting.
5. There shall be one Postal Ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders. Please complete and sign the Postal Ballot Form (no other form or photo copy thereof is permitted).
6. 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. 05:00 PM (IST), on 1st April, 2019. 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.
7. The Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting by e-voting shall prevail and vote cast through postal ballot form will be treated as invalid.
8. In Compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolution through the e-voting service facility arranged by NSDL. The instruction for electronic voting are annexed to this notice.
9. Member cannot exercise his vote by proxy on Postal Ballot.
10. 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.
11. 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 **2nd April, 2019** 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 E-voting and duly completed Postal Ballot Forms. The Last date specified by the company for receipt of E-voting and 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.

VOTING THROUGH ELECTRONIC MEANS:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Your password details are given below:	
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	
<p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.</p>	
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "<u>Forgot User Details/Password?</u>"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.</p>	
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.	
8. Now, you will have to click on "Login" button.	

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to krassociates.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

Item No. 1:

The Board at its meeting held on 14th February, 2019 had approved to change the name of the Company subject to approval of members from **Prabhat Telecoms (India) Limited to Prabhat Technologies (India) Limited** as the present name of the Company i.e. Prabhat Telecoms (India) Limited denotes a very restrictive business idea in the general public that the activities of the Company are limited to dealing in Telecom products viz. mobile phones or other related telecom products and accessories. However, the Company is well equipped to deal in various other activities, products and technologies which is already included in the Main Objects specified in Memorandum of Association (MOA) of the Company and be not limited to Telecom industry or products. Further, with due regards to concern of current situation and opportunities available in the market with respect business along with Telecom Industry, the Promoters have decided to change the name of the Company to **Prabhat Technologies (India) Limited**, so as to widen the business activities of the Company and have a strong position in the market. The name change will enable the Company to utilize & explore its resources and Business opportunities to the fullest and achieve maximum growth.

The Board has made an application to ROC and received a letter about availability of the said name on 22nd February, 2019. The name change also needs In-principle approval from BSE under Regulation 45 of the SEBI (LODR) Regulations, 2015 and the application for the same is under process. Thus, subject to the regulatory approvals, it is proposed to change the name of the Company to **Prabhat Technologies (India) Limited**.

The name available by ROC is valid for 60 days within which all formalities are required to be complied and as per Section 13 and 14 of the Companies Act, 2013 approval of Members is sought by way of special resolution for alteration of Memorandum of Association and Articles of Association and Article of Association of the Company consequent to name change.

The altered MOA & AOA, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA & AOA would also be available for inspection by the members at the registered office and corporate office of the company on all working days (Monday to Friday) between 11.00 A.M. to 4.00 P.M. up to 1st April, 2019 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer). The change in the name of the Company would require an alteration in Clause I of its Memorandum of Association ("MOA") and Articles of Association, wherever the extant name of the Company appears. Since for effecting any change in its MOA & AOA, prior consent of the members by way of Special Resolution is required, the approval of the members is being sought through Postal Ballot, on resolutions as set out in the notice. Your Directors recommend the same for approval of the Shareholders as Special Resolution. None of the Directors or Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolutions.

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.

Item No. 2:

M/s. Mahesh C. Solanki & Co., Chartered Accountants (Firm Registration No. 006228C) have tendered their resignation from the position of Statutory Auditors due to their pre-occupation in other assignments to act as Statutory Auditor of Prabhat Telecoms (India) Limited, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on 27th February, 2019, that M/s. Harish Arora & Associates, Chartered Accountant (Firm No.015226C), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mahesh C. Solanki & Co., Chartered Accountants.

M/s. Harish Arora & Associates, Chartered Accountant (Firm No.015226C), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Place: Mumbai

Date: 27.02.2019



PRABHAT TELECOMS (INDIA) LIMITED

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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 27th February, 2019 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.	Change in name of the Company to Prabhat Technologies (India) Limited and Alteration of MOA and AOA			
2.	Appointment of M/s. Harish Arora & Associates, Chartered Accountant (Firm No.015226C) as Statutory Auditor to fill Casual Vacancy			

Place:

Date: _____

(Signature of Shareholder)

Electronic Voting Particulars:

EVEN	User ID	PAN/Sequence No.
110525		

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, Ms. Riddhi Shah, 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.

(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. 05:00 PM (IST) on Monday, 1st April, 2019. 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, 22nd February, 2019 being the cut-off date.