



**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**

**10th Annual General Meeting of the Members of M/s Prabhat Telecoms (India) Limited held on Saturday, 30<sup>th</sup> September, 2017 at 4:00 PM at Corporate Office at Unit no. 402, Western Edge I, 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 27<sup>th</sup> September, 2017 at 09:00 AM and end on 29<sup>th</sup> September, 2017 at 5:00 PM, and ascertaining the requisite majority on the voting carried out on the resolutions contained in the Notice of 10th AGM (hereinafter referred to as “the resolutions”) dated 05<sup>th</sup> September, 2017 of the 10th 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. Total 8 members were present in the Annual General Meeting of the Company, out of 8 members physically present in the AGM 2 members voted in AGM by Poll and 6 members who were present in the AGM was already voted by e-voting system.
6. The combined result of the Poll and e-voting is as under:

**ORDINARY BUSINESS:**

**Resolution No.** : 1  
**Nature of Resolution** : Ordinary Resolution  
**Subject Matter** : To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2017 together with 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	02	41250	0.70
E-Voting	06	5878300	99.30
<b>Total</b>	<b>08</b>	<b>5919550</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No.** : 2  
**Nature of Resolution** : Ordinary Resolution  
**Subject Matter** : To re-appoint Mr. Parag Malde, Whole time Director (DIN: 05354513), who retires from office by rotation being eligible, offers himself for reappointment.

(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	02	41250	0.70
E-Voting	06	5878300	99.30
<b>Total</b>	<b>08</b>	<b>5919550</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>

Note: Mr. Parag Malde & Ms. Alpita Malde (wife of Mr. Parag Malde) also Voted in favour of resolution no. 2 which is related to Re-appointment of Mr. Parag Malde, Whole time Director (DIN: 05354513), who retires from office by rotation being eligible, offers himself for reappointment, as this resolution is as per virtue of Companies Act to complete the compliance of retire by rotation hence vote of Mr. Parag Malde & Ms. Alpit Malde has counted for this resolution.

**Resolution No.** : 3  
**Nature of Resolution** : Ordinary Resolution  
**Subject Matter** : To appoint M/s. Mahesh C. Solanki & Co., Chartered Accountants (FRN: 06228C) as Statutory Auditors in place of resigning Auditors M/s. Rajiv Sood & Co., Chartered Accountants and fix their remuneration.

(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	02	41250	0.70
E-Voting	06	5878300	99.30
<b>Total</b>	<b>08</b>	<b>5919550</b>	<b>100</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>



**SPECIAL BUSINESS:**

Resolution No. : 4  
Nature of Resolution : Ordinary Resolution  
Subject Matter : To regularize the appointment of Additional Director, Mr. Arvind Singh (DIN: 00244726) as a Director

(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	02	41250	0.70
E-Voting	06	5878300	99.30
<b>Total</b>	<b>08</b>	<b>5919550</b>	<b>100</b>

(ii) **Voted against the resolution:**

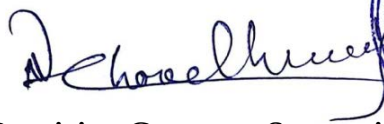

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical Poll	0	0	0
E-Voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(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
<b>Total</b>	<b>0</b>	<b>0</b>

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.

For NITESH CHAUDHARY,

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

Place: Mumbai  
Date: 01/10/2017