



PRABHAT TELECOMS (INDIA) LIMITED

Registered Office: 2, Geetanjali Apartments, Manchhu Bhai Road, Near Manali Hotel, Near Subway, Malad (E), Mumbai 400097

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

CIN: L72100MH2007PLC169551

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PRABHAT TELECOMS (INDIA) LIMITED WILL BE HELD AT THE CORPORATE OFFICE SITUATED AT UNIT NO. 402, 4TH FLOOR, WESTERN EDGE - 1, WESTERN EXPRESS HIGHWAY, BORIVALI (EAST), MUMBAI - 400066, ON FRIDAY, 30TH DAY OF SEPTEMBER, 2016 AT 4.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2016 together with reports of the Directors and Auditors thereon.
2. To Re-appoint Ms. Dipti More, Executive Director, who retires from office by rotation, but being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s Rajiv Sood & Co., Chartered Accountants as the Statutory Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 139 and other applicable provision, if any of the Companies Act, 2013 and rules framed thereunder, the appointment of M/s Rajiv Sood & Co. (FRN: 10478N), Chartered Accountants be and is hereby ratified as Statutory Auditors of the company, to hold office from the conclusion of the 7th AGM till the conclusion of 12th AGM of the company subject to ratification at every AGM during the continuation of their tenure, and that the Board of Director be and is hereby authorized to fix their remuneration considering the recommendation of the Audit Committee.”

For and on behalf of the Board
Prabhat Telecoms (India) Limited

Sd/-

Lijo Varghese
Company Secretary

Address: 2, Geetanjali Apts., Manchhu Bhai Road, Near Manali Hotel, Near Subway, Malad (E), Mumbai-400097

Date: 31st August, 2016

Place: Mumbai



PRABHAT TELECOMS (INDIA) LIMITED

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday, 24th September, 2016 to Friday, 30th September, 2016** (both days inclusive) for the purpose of AGM.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

5. SEBI has also mandated that for Registration of transfer of securities, the transferee(S) as well as transferor(S) shall furnish a copy of their PAN card to the company for registration of transfer of securities.

6. Details as required in Sub-regulation (3) of Regulation 36 of the Listing Regulations with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

7. Any person whose name appears in the register of members as on the cut-off date i.e. 23rd September, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

8. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 9th Annual General Meeting.

9. Corporate Members intending to send their authorized representatives to attend the Meeting are Requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

10. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.

11. Pursuant to Rule 18(3) of The Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.



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12. Payment of dividend through ECS/NECS:- Not Applicable (Dividend is not declared by the company).

13. Electronic copy of the Annual Report for 2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2016 is being sent in the permitted mode.

14. Electronic copy of the Notice of the 9th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, Physical copy of the Notice of the 9th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

15. VOTING THROUGH ELECTRONIC MEANS:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing Regulations and Secretarial Standard On General Meeting (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2016 (10:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. A person who is not a member as on cut-off date, shall treat this notice only for information purpose only.
- VI. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "Prabhat Telecoms.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nSDL.com/>



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- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Prabhat Telecoms (India) Limited"
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no. : 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



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- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@prabhatgroup.net (Issuer).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. Mr. Nitesh Chaudhary, Practising Company Secretary (Membership No. 28511) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.prabhatgroup.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



PRABHAT TELECOMS (INDIA) LIMITED

17. DETAILS OF DIRECTOR SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Appointment of Ms. Dipti More as Retire by Rotation:

In terms of section 152 (6) of the Companies Act, 2013, Ms. Dipti More shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment.

Ms. Dipti More is Bachelor of Commerce from Mumbai University. She has worked with ICICI Bank in the retail banking department for four years. She joined Prabhat in the year 2009 and handled various responsibilities in the company including Accounts and Banking which elevated her to the position of Director.

Ms. Dipti More was promoted to Director with effect from 3rd April, 2015. As per the terms of her appointment, re-appointment at the AGM as a retiring by rotation would not constitute break in her appointment as a Director.

Ms. Dipti More is not a director in any other company in India, further she is not holding any shares of the company and none of the directors and Key managerial Personnel of the company and their relatives is concerned or interested, financially or otherwise in her appointment.

For and on behalf of the Board
Prabhat Telecoms (India) Limited

Sd/-
Lijo Varghese
Company Secretary

Date: 31st August, 2016
Place: Mumbai



PRABHAT TELECOMS (INDIA) LIMITED

Form No. MGT-11

Proxy form

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72100MH2007PLC169551

Name of the company: PRABHAT TELECOMS (INDIA) LIMITED

Registered office: 2, Geetanjali Apartments, Manchhu Bhai Road, Near Manali Hotel, Near Subway, Malad (E), Mumbai 400097

Venue of the meeting: Unit No. 402, 4th Floor, Western Edge - 1, Western Express Highway, Borivali (East), Mumbai - 400066

Date & Time: 30th September, 2016 at 4.00 pm

Name of the member (s):

Registered address:

E-mail Id:

Folio No / DP ID / Client ID:

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

Sr. No.	Name of Proxy :	Address	E-mail Id	Signature
1.				
2.				
3.				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the company, to be held on the Friday, 30th September, 2016 at 4.00 pm at Unit No. 402, 4th Floor, Western Edge - 1, Western Express Highway, Borivali (East), Mumbai - 400066 and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Description
Ordinary Business	
1.	Receive, consider and adopt the audited accounts of the company for the financial year ended on 31 st March 2016 and the report of the Auditors and Directors thereon.
2.	To Re-appoint Ms. Dipti More, Executive Director, who retires from office by rotation, but being eligible, offers herself for re-appointment.
3.	To ratify the appointment of M/s Rajiv Sood & Co., Chartered Accountants as the Statutory Auditors of the company and to fix their remuneration in consideration of the recommendation of the Audit Committee.



PRABHAT TELECOMS (INDIA) LIMITED

Signed this 30th day of September 2016

Signature of shareholder:

Signature of Proxy holder(s):

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
Revenue
Stamp



PRABHAT TELECOMS (INDIA) LIMITED

ATTENDANCE SLIP

Ninth Annual General Meeting of Prabhat Telecoms (India) Limited on Friday, 30th September, 2016 at 4.00 pm

Regd. Folio No. _____

DP ID _____

Client ID/Ben. A/C _____

No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Ninth Annual General Meeting of the Company on Friday, 30th September, 2016 at 4.00 pm at the Corporate Office of the Company at Unit No. 402, 4th Floor, Western Edge - 1, Western Express Highway, Borivali (East), Mumbai - 400066

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the Office.

Ninth Annual General Meeting of Prabhat Telecoms (India) Limited on Friday, 30th September, 2016 at 4.00 pm

ELECTRONIC VOTING PARTICULARS

EVEN(E-Voting Event Number)	USER ID	PASSWORD/PIN
105381		

NOTE: Please read instructions given at Note no. 15 of the Notice of the 9th Annual General Meeting carefully before voting electronically.



PRABHAT TELECOMS (INDIA) LIMITED

ROUTE MAP TO THE VENUE OF AGM

