



NOTICE OF THE 13TH ANNUAL GENERAL MEETING

BACKGROUND:

The members are hereby informed that pursuant to the order dated October 10, 2019, of the Hon'ble National Company Law Tribunal – Mumbai Bench, at Mumbai (“NCLT Order”), Corporate Insolvency Resolution Process (“CIR Process”) has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, (“Code”) and related rules and regulations issued thereunder with effect from October 10, 2019. Shri Rajendra K. Bhuta, having registration no. (IBBI/IPA-001/IP-P00141/2017 /18/10305) was appointed as Interim Resolution Professional in terms of the NCLT Order.

Members are further informed that pursuant to Section 17 of the Code, the powers of Board of Directors of the Company stand suspended effective from the CIRP commencement date and such powers along with the management of affairs of the company are vested with the Resolution professional, viz., Shri Rajendra K. Bhuta.

In view, the ensuing Annual General Meeting is being convened by the Resolution Professional.

NOTICE IS HEREBY GIVEN THAT THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PRABHAT TECHNOLOGIES (INDIA) LIMITED WILL BE HELD ON TUESDAY, MARCH 30 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 402, 4TH FLOOR, WESTERN EDGE – 1, WESTERN EXPRESS HIGHWAY, BORIVALI (EAST), MUMBAI - 400066, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2020 along with Auditors Report thereon.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 including Balance Sheet as at March 31, 2020, Statement of Profit and Loss Account as at March 31, 2020 and Cash Flow Statement for the year ended as on that date together with Notes forming part of Accounts as audited and reported by the Auditors of the Company and the Directors’ Report, as circulated to the Members and laid before meeting, be and are hereby received, considered, approved and adopted.”

2. To consider and adopt the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2020 along with Auditors Report thereon.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-



“RESOLVED THAT the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 including Balance Sheet as at March 31, 2020, Statement of Profit and Loss Account as at March 31, 2020 and Cash Flow Statement for the year ended as on that date together with Notes forming part of Accounts as audited and reported by the Auditors of the Company and the Directors’ Report, as circulated to the Members and laid before meeting, be and are hereby received, considered, approved and adopted.”

For and on behalf of the Board

**Prabhat Technologies (India) Limited
(Formerly known as Prabhat Telecoms (India) Limited)
(Company under Corporate Insolvency Resolution Process)**

Sd/-

**Aastha Kochar
Company Secretary & Compliance Officer**

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

Place: Mumbai

Date: March 08, 2021

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, **March 24, 2021** to Tuesday, **March 30, 2021** (both days inclusive) for the purpose of 13th AGM of the Company.
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 Registered 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 person dealing 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 or to RTA.

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. Any person whose name appears in the register of members as on the cut-off date i.e. March 08, 2021 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
7. 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 12th Annual General Meeting.
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend and to vote at the AGM on its behalf.
9. Members / Proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
10. 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 AGM and other communications by electronic mode from time to time.
11. Payment of dividend through ECS/NECS: - Not Applicable (Dividend is not declared by the company).
12. E-voting cut of date is Tuesday, March 23, 2021, E-voting shall open from Saturday March 27, 2021 at 9:00 a.m. and ends on Monday, March 29, 2021 at 5:00 p.m.
13. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, Electronic copy of the Notice of the 12th Annual General Meeting of the Company inter alia indicating the process and manner of remote 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 13th AGM of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA by emailing at cameo@cameoindia.com. Further, the Company has availed the services offered by NSDL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.
15. Members may note that the Notice and Annual Report for Financial year 2019 – 2020 which will also be available on the Company's website www.prabhatgroup.net and at the stock exchanges i.e., BSE Limited at www.bseindia.com and on the website of Cameo Corporate Services Limited at cameo@cameoindia.com.



16. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
17. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this the Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and request.
18. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
19. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
20. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Tuesday, March 23, 2021, such person may obtain the user id and password from RTA by email request on cameo@cameoindia.com.
21. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@prabhatgroup.net for obtaining the Annual Report and Notice of e-AGM.
22. The Board of Directors have appointed M/s. Harish Arora & Associates, Practising Chartered Accountant (Firm Registration No. 015226C) as the Scrutiniser to the e-voting process, and voting at the e-AGM in a fair and transparent manner.
23. The EVEN number for voting on Annual General Meeting is 115817.
24. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

THE REMOTE E-VOTING PERIOD BEGINS ON MARCH 27, 2021 AT 09:00 A.M. AND ENDS ON MARCH 29, 2021 AT 05:00 P.M. THE REMOTE E-VOTING MODULE SHALL BE DISABLED BY NSDL FOR VOTING THEREAFTER.

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 are 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.nsd.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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- 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.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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 are 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 i.e. 115817” 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 harisharoraassociates@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 “[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.: 1800-1020-990/1800-22-4430 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@prabhatgroup.net.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@prabhatgroup.net.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.



2. Only those Members/ shareholders, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.prabhatgroup.net and on the website of NSDL immediately after the result is declared by the Chairperson. The declared Results, along with the Scrutinizer's Report, will be sent to your registered mail id.

For and on behalf of the Board

Prabhat Technologies (India) Limited
(Formerly known as Prabhat Telecoms (India) Limited)
(Company under Corporate Insolvency Resolution Process)

Sd/-

Aastha Kochar
Company Secretary & Compliance Officer

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

Place: Mumbai

Date: March 08, 2021

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 TECHNOLOGIES (INDIA) LIMITED

Registered office: Unit No. 402, Western Edge I, Kanakia Spaces, Western Express Highway, Borivali (East), Mumbai 400066

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

Date & Time: Tuesday, March 30, 2021 at 11:00 A.M.

Name of the member (s):

Registered address:

E-mail Id:

Folio No / DP ID / Client ID:

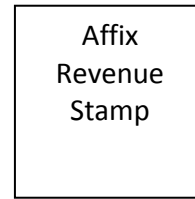
I/We, _____ being the member (s) of **Prabhat Technologies (India) Limited** shares, hereby appoint

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 13th Annual General Meeting of the company, to be held on the Tuesday, March 30, 2021 at 11:00 A.M. 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.	To consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2020 along with Auditors Report thereon.
2.	To consider and adopt the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2020 along with Auditors Report thereon.

Signed this _____ day of March 2021



Signature of shareholder:

Signature of Proxy holder(s):

Note:

- i. 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.**
- ii. A Proxy need not be a Member of the Company.**
- iii. A person appointed as Proxy shall act on behalf of not more than 50 (Fifty) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.**

ATTENDANCE SLIP

**Thirteenth Annual General Meeting of Prabhat Technologies (India) Limited on Tuesday,
March 30, 2021 at 11:00 A.M.**

Name and address of the Member	
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Regd. Folio No./ Client ID	
DP ID	
No. of shares held	

I/We certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Thirteenth Annual General Meeting of the Company on Tuesday, March 30, 2021 at 11:00 A.M. at the Registered Office of the Company at Unit No. 402, 4th Floor, Western Edge – 1, Western Express Highway, Borivali (East), Mumbai – 400066.

Full name of the Member/Proxy attending the Meeting	
Member's/Proxy's Signature	

***Note: Please fill this attendance slip and hand it over at the entrance of the Office.
Your entry to the Meeting will be regulated by this attendance slip.***

**Thirteenth Annual General Meeting of Prabhat Technologies (India) Limited on Tuesday,
March 30, 2021 at 11:00 A.M.**

ELECTRONIC VOTING PARTICULARS

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

NOTE: Please read instructions given at Note no. 24 of the Notice of the 13th Annual General Meeting carefully before voting electronically.

ROUTE MAP TO THE VENUE OF AGM

