

Ref. No.: PCL/2018-19/111

Date: 05.07.2018

National Stock Exchange of India Ltd.,

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla Complex,
Bandra(E), Mumbai – 400051.

BSE Limited,

Market Operations Dept.
P.J. Towers,
Dalal Street,
Mumbai- 400001.

Sub: Declaration of Results of Postal Ballot/ E-voting.

Ref: Prakash Constrowell Limited, Scrip Code (NSE- PRAKASHCON& BSE- 533605).

Dear Sir/ Madam,

This is further to our letter dated 07.06.2018 with respect to Postal Ballot/ E-voting Notice dated 28.05.2018 sent to shareholders seeking their approval on the following matters:

1. Special Resolution – Shifting of Registered Office from Mumbai to Nashik
2. Ordinary Resolution- Appointment of Mr. Prafulla Bhat as Executive Director
3. Ordinary Resolution – Appointment of Mr. Prakkash Laddha as Non Executive Director
4. Special Resolution – To increase borrowing limits of company

Based on report submitted by the Scrutinizer Mr. D. M. Zaveri , propriter of D. M. Zaveri & Co., Company Secretaries, Mumbai, the company declared that the resolutions proposed in the said {Postal Ballot/ E-voting Notice have been passed with requisite majority. The details of voting results in format specified by Regulation 44 of SEBI (LODR), 2015 along with Scrutinizer's Report is enclosed.

Kindly take the same on records.

Thanking you.

For Prakash Constrowell Ltd.



Madhura Ubale

CS & Compliance Officer

Date of declaration of results:05/07/2018

Date of AGME/Postal Ballot	4th July,2018.
Total Number of Shareholders on record date i.e. 1st June, 2018	15751
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of shareholders attended the the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution 1: Shifting of Registered office of the company from Mumbai to Nashik (Special Resolution)

Resolution required: Ordinary/Special			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	344,58,803	344,58,803	100.0000	344,58,803	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	
	Total		344,58,803	100.0000	344,58,803	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	
	Total		-	-	-	-	-	
Public-Non Institutional	E-Voting	912,19,457	9,99,707	1.0959	9,99,550	157	99.9843	0.0157
	Poll/Postal ballot		1,000	0.0011	1,000	-	100.0000	-
	Total		10,00,707	1.0970	10,00,550	157	99.9843	0.0157
Total	E-voting	1256,78,260	354,58,510	28.2137	354,58,353	157	99.9996	0.0004
	Poll/Postal ballot		1,000	0.0008	1,000	-	100.0000	-
	Total		354,59,510	28.2145	354,59,353	157	99.9996	0.0004

Resolution 2: Re-designating Mr. Prakash P. Laddha as Non- Executive Director.. (Ordinary Resolution)

Resolution required:Ordinary				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	344,58,803	344,58,803	100.0000	344,58,803	-	100.0000	-
	Poll/Postal ballot				-	-	-	
	Total		344,58,803	100.0000	344,58,803	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	912,19,457	9,99,707	1.0959	9,94,685	5,022	99.4977	0.5023
	Poll/Postal ballot		1,000	0.0011	1,000	-	100.0000	-
	Total		10,00,707	1.0970	9,95,685	5,022	99.4982	0.5018
Total	E-voting	1256,78,260	354,58,510	28.2137	354,53,488	5,022	99.9858	0.0142
	Poll/Postal ballot		1,000	0.0008	1,000	-	100.0000	-
	Total		354,59,510	28.2145	354,54,488	5,022	99.9858	0.0142

Resolution 3: Re-designating Mr. Prafulla S. Bhat as Executive Director.(Ordinary Resolution)

Resolution required:Ordinary/Special			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	344,58,803	344,58,803	100.0000	344,58,803	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	
	Total		344,58,803	100.0000	344,58,803	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	#REF!		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	912,19,457	9,99,707	1.0959	9,99,685	22	99.9978	0.0022
	Poll/Postal ballot		1,000	0.0011	1,000	-	100.0000	-
	Total		10,00,707	1.0970	10,00,685	22	99.9978	0.0022
Total	E-voting	1256,78,260	354,58,510	28.2137	354,58,488	22	99.9999	0.0001
	Poll/Postal ballot		1,000	0.0008	1,000	-	100.0000	-
	Total		354,59,510	28.2145	354,59,488	22	99.9999	0.0001

Resolution 4: To increasing borrowing limits of the company. (Special Resolution)

Resolution required:Ordinary/Special			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	344,58,803	344,58,803	100.0000	344,58,803	-	100.0000	-
	Poll/Postal ballot				-	-	-	
	Total		344,58,803	100.0000	344,58,803	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	#REF!		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	912,19,457	9,99,707	1.0959	9,95,555	4,152	99.5847	0.4153
	Poll/Postal ballot		1,000	0.0011	1,000	-	100.0000	-
	Total		10,00,707	1.0970	9,96,555	4,152	99.5851	0.4149
Total	E-voting	1256,78,260	354,58,510	28.2137	354,54,358	4,152	99.9883	0.0117
	Poll/Postal ballot		1,000	0.0008	1,000	-	100.0000	-
	Total		354,59,510	28.2145	354,55,358	4,152	99.9883	0.0117



DS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

Email: dmz@dmzaveri.com **Tel.:** 022-28679660 **Mobile:** 98203 20503 **Website:** www.dmzaveri.com

SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Prakash Constrowell Limited
The Exchange, Near Ved Mandir,
Tidke Colony, Trimbak Road,
Nashik – 422002

Sub: Report on passing of resolutions through Postal Ballot Process

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer in the Board Meeting held on 28th May, 2018 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by Central Depository Services (India) Limited ("CDSL") in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolutions contained in the Notice dated 28th May, 2018 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolutions contained in the Notice dated 28th May, 2018 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by CDSL, the authorised agency engaged by the Company to provide e-voting facilities and the report generated electronically for voting done by postal ballots.

I submit my report as under;



DS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

Email: dmz@dmzaveri.com **Tel.:** 022-28679660 **Mobile:** 98203 20503 **Website:** www.dmzaveri.com

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on 05th June, 2018 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on 01st June, 2018.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on 05th June, 2018 and it carried the required information as specified in the said rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received upto the closure of working hours i.e. 5.00 p.m. on Wednesday, 04th July, 2018 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by CDSL for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.5. All postal ballot forms received upto close of working hours i.e. 5.00 P.M. on Wednesday, 04th July, 2018 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely Big Share Services Pvt. Ltd.
- 1.6. Envelopes containing postal ballot forms received after close of working hours i.e. 5.00 P.M. on Wednesday, 04th July, 2018 were not considered.
- 1.7. Envelopes containing postal ballot forms which were returned undelivered were not opened.
- 1.8. I have not found ballot forms which were considered invalid due to either signature mismatch or no signature.



D. M. ZAVERI & Co.

Company Secretaries

DS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

- 1.9. I have also received a complete record of votes cast by electronic mode from CDSL, the agency for providing and supervising electronic platform on Wednesday, 04th July, 2018 at 5.08 p.m. and which was closed by CDSL on Wednesday, 04th July, 2018 at 5.00 p.m.
- 1.10. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" each of the resolutions that put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by CDSL is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
Item No 1: Shifting of Registered Office of the Company from Mumbai to Nashik (Special Resolution)									
E-voting	35458510	36	35458353	99.99956	5	157	0.0004	0.0000	0
Postal Ballot	1000	1	1000	100.0000	0	0	0.0000	0.0000	0
Total	35459510	37	35459353	99.9996	5	157	0.0004	0.0000	0
Item No 2: Re-designating Mr. Prakash P. Laddha as Non- Executive Director. (Ordinary Resolution)									
E-voting	35458510	38	35453488	99.9858	3	5022	0.0142	0.0000	0
Postal Ballot	1000	1	1000	100.0000	0	0	0.0000	0.0000	0
Total	35459510	39	35454488	99.9858	3	5022	0.0142	0.0000	0
Item No 3: Re-designating Mr. Prafulla S. Bhat as Executive Director. (Ordinary Resolution)									
E-voting	35458510	39	35458488	99.9999	2	22	0.0001	0.0000	0
Postal Ballot	1000	1	1000	100.0000	0	0	0.0000	0.0000	0
Total	35459510	40	35459488	99.9999	2	22	0.0001	0.0000	0
Item No 4: To increasing borrowing limits of the company. (Special Resolution)									
E-voting	35458510	37	35454358	99.9883	4	4152	0.0117	0.0000	0
Postal Ballot	1000	1	1000	100.0000	0	0	0.0000	0.0000	0
Total	35459510	38	35455358	99.9883	4	4152	0.0117	0.0000	0



D. M. ZAVERI & Co.

Company Secretaries

DS Dharmesh Zaveri
B.Com., F.C.S.

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The special resolutions passed by requisite majority are as under;

Reference to provisions of Companies Act, 2013	Type and description of ordinary/ special resolutions
Special Resolution pursuant to Section 12 and other applicable provisions of Companies Act, 2013.	Shifting of Registered Office of the Company from Mumbai to Nashik
Ordinary Resolution pursuant to Section 160 and other applicable provisions of Companies Act, 2013.	Re-designating Mr. Prakash P. Laddha as Non-Executive Director.
Ordinary Resolution pursuant to Section 196, 197, 198, 203 and other applicable provisions of Companies Act, 2013.	Re-designating Mr. Prafulla S. Bhat as Executive Director
Special Resolution pursuant to Section 181(1) (c) and other applicable provisions of Companies Act, 2013.	To increasing borrowing limits of the company

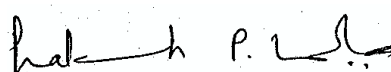
- 1.11. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
- 1.12. The above mentioned resolutions are deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 04th July, 2018.
- 1.13. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)
Membership No.: 5418
C.P. No.: 4363





Accepted by Chairman/ Director of
Prakash Constrowell Limited



Place: Mumbai
Date: 05th July, 2018