

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Nineteenth Annual General Meeting of Prakash Constrowell Limited will be held on Tuesday, 29th September, 2015 at 1.00 PM at The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik- 422002, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited financial statements for the year ended 31st March, 2015, including the audited Balance Sheet as at 31st March 2015, Audited Statement of Profit & Loss and Cash Flow for the financial year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Suresh G. Sarda (DIN 00126625), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and 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 the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) the appointment of M/s. G.P. Pimpalikar and Associates, Chartered Accountants, Jalgaon (ICAI Registration No. FRN.119343W), as Auditors of the Company, by resolution passed at the 18th Annual General Meeting of the Company, to hold office from the conclusion of the 18th Annual General Meeting until the conclusion of the 21st Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 19th Annual General Meeting until the conclusion of the 21st Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit."

Special Business:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. T. G. Krishnan as Managing Director of the Company, for a period of 5 years with effect from 1st January 2016, liable to retire by rotation on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with the liberty and powers to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to increase, alter and vary the salary, perquisites and other terms in such manner, as the Board in its absolute discretion deems fit and is acceptable to Mr. T. G. Krishnan, within the limits specified in Section 197 and Schedule

V to the Companies Act, 2013 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and Clause 49 of the Listing Agreement, Ms. Jyoti Rathi (DIN 07096231), who was appointed as an Additional Independent Woman Director of the Company by the Board of Directors with effect from 13th February 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 152 of the Articles of Association of the Company and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent woman director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 be and is hereby appointed as Independent Woman Director of the Company to hold office for a term of 5 (five) consecutive years effective from 13th February 2015 and not liable to retire by rotation."

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Srinivas Diddi & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year ending March 2015 and financial year ending March 2016 at a yearly remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

By order of Board of Directors
For PRAKASH CONSTROWELL LIMITED

Place: Nashik

Date 12.08.2015

Registered Office :

The Exchange, , Near VedMandir,
Tidke Colony, Trimbak Road,
Nashik- 422002

Sd/-
Madhura Ubale
Company Secretary

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in this Notice is annexed. Additional information pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchange, of persons seeking appointment / re-appointment as Directors are furnished and forms part of Notice.
2. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote (on a poll only) instead of himself/herself and that the proxy need not be a member of the company.** The instrument appointing the Proxy, duly completed and signed, must be deposited at the Company's Registered Office, not less than 48 hours before the commencement of AGM. Proxies submitted on behalf of the limited companies, Corporate Members, Societies, etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or member.
3. Profile of the Directors who are proposed to be appointed/ re-appointed as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are annexed below forming part of the Directors' Report. The Directors have furnished requisite declaration for their appointment / re appointment.
4. Corporate Members intending to send their authorized representatives to attend the meeting are required to send a certified true copy of their Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Book will remain closed from Thursday, 24th September, 2015 to Tuesday, 29th September, 2015 (both days inclusive) for the purpose of payment of dividend, if declared at the Annual General Meeting.
6. Members/ proxies are requested to bring their copies of Annual Report along with the duly-filled Attendance Slips sent herewith to attend the meeting.
7. Members are requested to intimate to the Company their queries, if any, regarding the accounts/ report at least ten days before the date of ensuing Annual General Meeting to enable the management to keep the information readily available.
8. Statutory registers and documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days (Monday to Saturday) between 11.00 a.m. and 01.00 p.m. up to the date of annual general meeting and will also be available for inspection at the meeting.

9. Electronic copy of the Notice convening the 19th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company / Depository Participant(s) unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice convening the 19th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy form is being sent to the members. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company in electronic mode.
10. The Register of Director's shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Members may also note that the Notice of the 19th AGM and the Annual Report 2014-15 will be available on the website of the Company www.prakashconstro.com and website of CDSL www.cdslindia.com. Members who require communication in physical form in addition to e-communication, may write to us at: compliance@prakashconstro.com.
12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same on e-mail address - compliance@prakashconstro.com for receiving all communication including Annual Report, Notices, Circulars etc. electronically.

13. Voting through electronic means:

- I. In compliance with Clause 35B of the Listing Agreement, provisions of section 108 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically on all resolutions set forth in this Notice.
- II. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.cdsl.com
- III. If you are already registered with CDSL for e-voting then you can use your existing user ID and Password for casting vote.
- IV. 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 communication(s).
- V. The e-voting period commences at 9.00 am on 25th September, 2015 and ends at 05.00 p.m on Monday, 28th September, 2015. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote electronically. Once

- the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. 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 (record date) of 22nd September, 2015.
 - VII. Mr. Dharmesh Zaveri, (Membership No. FCS- 5148), Proprietor of M/s. D.M. Zaveri & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
 - VIII. The Scrutinizer shall, within a period not exceeding two(2) days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
 - IX. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favor of the resolution through a compilation of e-Voting results and voting held at the AGM.
 - X. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.prakashconstro.com and shall be communicated to NSE and BSE Limited, where shares of the Company are listed.

A. The instructions for e-voting are as under:

- 1. The process and manner for remote e-voting are as under:
 - In case of members receiving e-mail:
 - a) Log on to the e-voting website www.evotingindia.com
 - b) Click on "Shareholders" tab.
 - c) Now, select the Electronic Voting Sequence Number –"EVSN" along with "PRAKASH CONSTROWELL LIMITED" from the drop down menu and click on "SUBMIT"
 - d) Now Enter your User ID
 - e) For CDSL: 16 digits beneficiary ID,
 - f) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - g) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - h) Next enter the Image Verification as displayed and Click on Login.
 - i) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. In case you have forgotten your password then enter the User ID and the image verification code as displayed on the screen and click on Forgot Password & enter the details as prompted by the system.
 - j) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- k) After entering these details appropriately, click on "SUBMIT" tab.
- l) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- m) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- n) Click on the EVSN for "PRAKASH CONSTROWELL LIMITED".
- o) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- p) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- q) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on

“OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- r) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- s) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- t) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- a) Please follow all steps from sr. no. j) to sr. no. t) above to cast vote.
- b) The remote e-voting period begins on Friday, 25th September, 2015 and ends on Monday, 28th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- d) If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- e) 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).
- f) 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. 22nd September, 2015, may obtain the login ID and password by sending a request at ipo@bigsharesonline.com or helpdesk.evoting@cdslindia.com
- g) However, if you are already registered with CDSL 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.evotingindia.com or contact CDSL at the following toll free no.: 18002005533.
- h) 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.

- i) 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.
- j) Mr. Dharmesh Zaveri, Company Secretary in Practice (Membership No. 5418) Proprietor of D. M. Zaveri & Co, Company Secretaries, 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.
- k) 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 "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- l) 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 two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
- m) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL 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.

By order of Board of Directors
For PRAKASH CONSTROWELL LIMITED

Place: Nashik
Date: 12.08.2015

Sd/-
Madhura Ubale
Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for Special Business:

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 6 of the accompanying Notice:

Item No. 4

Mr. T. G. Krishnan is Managing Director of the Company. He joined the Board of Directors in 2005. He has experience of four decades in this line of business. He handles day to day working of company and takes care of tendering and administrative matters. As per the terms of appointment, Mr. T. G. Krishnan is liable to retire by rotation.

The Company has appointed Mr. T. G. Krishnan as Managing Director for a period of five years effective till 31.12.2015. As he is above the age of 70 years, your approval for his re-appointment as Managing Director is required by way of Special Resolution as provided in Section 196 of Companies Act, 2013 effective from 1st January, 2016, subject to consent of the Members of the Company, on the following terms and conditions:

Terms of Remuneration:

I. Basic Salary: Rs.7,80,000/- per annum.

II. He will also be entitled to the Contribution to provident fund or annuity fund to the extent these either singly or put together, are not taxable under the Income Tax Act, 1961 and contribution to Superannuation Fund.

The Board may alter or vary the above referred terms of appointment, salary and perquisites including minimum remuneration payable to him in such manner as the Board in its absolute discretion deems fit and acceptable to Mr. T. G. Krishnan, provided that such alterations are within the limits specified in Schedule V to the Companies Act, 2013 or any amendments, modifications or re-enactments thereof, from time to time.

Board recommends the resolution for your approval. None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. T. G. Krishnan is concerned or interested in the resolution.

Item No. 5

Ms. Jyoti Rathi was appointed as an Additional Independent Woman Director by the Board of Directors on 13th February, 2015 under Article 52 of the Articles of Association of the Company and Section 149, 161(1) of the Companies Act, 2013. She is presently an Independent Woman Director on the Board in accordance with Section 149 of the Companies Act, 2013 read with Schedule IV and the provisions of the Listing Agreement. She will hold office up to the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Jyoti Rathi is proposed to be appointed as an Independent Woman Director for a term of five consecutive years effective from 13th February 2015. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member of the Company along with requisite deposit, signifying his intention to propose Ms. Jyoti Rathi as a candidate for the office of the Independent Director of the Company.

In the opinion of the Board, Ms. Jyoti Rathi fulfills the conditions specified in the Companies Act, 2013 and rules made there under read with the provisions of the Listing Agreement,

for her appointment as an Independent Director of the Company and is independent of the management of the Company. Having regard to her qualifications, knowledge and experience her appointment as an Independent Director will be in the interest of the Company.

A Copy of the draft letter for appointment of Ms. Jyoti Rathi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board recommends his appointment as an Independent Director in the interest of the Company, to utilize her expertise.

None of the Directors, Key Managerial Personnel and/or their relatives, except Ms. Jyoti Rathi is concerned or interested in the resolution.

Item No. 6

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of Company.

Based on the recommendation of the Audit Committee, the Board has approved the appointment of M/s. Shrinawas Diddi & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2014-15 and 2015-2016 at their respective board meetings at a yearly remuneration of ` Rs. 50,000/-, exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit subject to approval of remuneration by the Members. In terms of provisions of Section 148(3) of Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor is required to be ratified by the members. Accordingly, the members are requested to approve the remuneration payable to the Cost Auditor during the financial year 2014-15 and 2015-16 as set out in the resolution for services to be rendered by them. Ratification of remuneration paid to the Cost auditor for the financial year 2014-15 was not proposed for members' approval in the 18th Annual General Meeting of members and hence it is proposed at the present i.e. 19th Annual General Meeting for members' approval.

The Board of Directors recommends the passing of the Ordinary Resolution at Item No 6 of the Notice for approval of the Members. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution passed in Item No. 6 of the Notice

By order of Board of Directors
For PRAKASH CONSTROWELL LIMITED

Place: Nashik
Date: 12.08.2015

Sd/-
Madhura Ubale
Company Secretary

ANNEXURE TO THE NOTICE

Information on directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting (pursuant to clause 49 of the listing agreement) as on the date of notice.

Names of Directors	T.G. Krishnan	Jyoti Rathi	Suresh G. Sarda
Date of Birth	23.05.1936	1.06.1953	17.12.1958
Date of Appointment	01.09.2005	13.02.2015	4.01.1996
Qualification	B. Sc.	B.com	B.E.
Designation in Company	Managing Director	Independent Director	Whole Time Director
Expertise in specific functional area.	He has experience of four decades in this line of business. He handles day to day working of company and takes care of tendering and administrative matters.	Woman of substance, Commerce Graduate by education. She is proprietor of Jyoti Industries a SSI unit. She is also actively involved in social work through Maheshwari Samaj.	A Mechanical Engineer, spearheading development of projects in Aurangabad &Hingoli Regions.
Shareholding Pattern in the Company	Nil	Nil	0.32%
Directorships held in other Public Limited Companies in India	Nil	Nil	Nil
Membership/ Chairmanship of Committees in other Public Limited Companies in India	Nil	Nil	Nil

By order of Board of Directors
For PRAKASH CONSTROWELL LIMITED

Place: Nashik
Date: 12.08.2015

Sd/-
Madhura Ubale
Company Secretary