

**PRAKASH**

Constrowell Limited

Concrete Values. Concrete Solutions.

**Ref No.: PCL/2015-16/187**

**Date: 29<sup>th</sup> September, 2015**

Bombay Stock Exchange Limited  
First Floor, New Trading Ring  
Rotunda Building, P. J. Towers  
Dalai Street, Fort  
Mumbai - 400 001  
Kind Attn : Mr.Khushro A. Bulsara  
General Manager & Head  
Listing Compliance & Legal Regulatory

National Stock Exchange of India  
Limited  
Exchange Plaza, 5th Floor  
Plot No. C/1, G - Block  
Bandra - Kurla Complex  
Bandra (East), Mumbai - 400 051  
Kind Attn: Mr.Hari K Vice President  
Fax No.66418125/26,  
26598347/48 & 26598237/8

September 29, 2015

Dear Sirs,

Re: Disclosure of Voting Results of the 19<sup>th</sup> Annual General Meeting of the Company held on September 29, 2015 as per the requirement of Clause 35A of the Equity Listing Agreement

As per the requirement of Clause 35A of the Equity Listing Agreement, given below are the details of the voting results at the Annual General Meeting of the Company as per the format prescribed under the said clause.

Details of Voting Results

Date of AGM	September 29, 2015
Total Number of shareholders on record date Cut off date of e-voting :	: 4193
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group	:4
- Public	:16

## Agenda - Wise

Item No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of Voting (Show of hands/ Poll/ Postal Ballot/ e-Voting)	Remarks
1.	Adoption of the Audited Financial Statements for the financial year ended on March 31, 2015 together with the Reports of the Directors and Auditors thereon.	Ordinary	E-voting and Ballot through Poll	The resolution was unanimously.
2.	Re-appointment of Mr. Suresh G. Sarda retired by rotation as a Director.	Ordinary	E-voting and Ballot through Poll	The resolution was unanimously.
3.	Ratification of appointment of M/s. G. P. Pimpalikar and Associates as Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the 21 <sup>st</sup> Annual General Meeting and fixing their remuneration.	Ordinary	E-voting and Ballot through Poll	The resolution was unanimously.
4.	Re-appointment of Mr. Trichur G. Krishnan as Managing Director of the Company for term of 5 years liable to retire by rotation.	Special	E-voting and Ballot through Poll	The resolution was unanimously.
5.	Appointment of Ms. Jyoti Rathi as Independent Director	Ordinary	E-voting and Ballot through Poll	The resolution was unanimously.
6.	Ratification of Remuneration payable to M/s. Shriniwas Diddi, Cost Auditor of the company.	Ordinary	E-voting and Ballot through Poll	The resolution was unanimously.

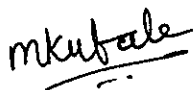
The voting details are annexed herewith in the prescribed format as Annexure 1.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

This is for your reference and record.

Thanking You.

**For Prakash Constrowell Limited**

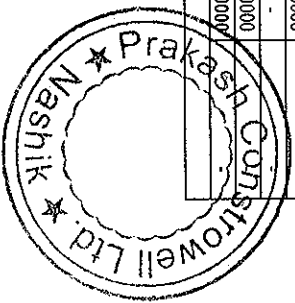


**Madhura Ubale**  
**CS & Compliance Officer**  
Place: Nashik

Resolution 1									
Promoter/Public	No. of shares held (1)	No. of 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
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	80,600,000	-	80,600,000	80,600,000	100.0000	80,600,000	-	100.0000	-
Public – Institutional holders	-	-	-	-	-	-	-	-	-
Public-Others	45,078,260	1,679,077	129,353	1,808,430	4.0118	1,808,430	-	100.0000	-
Total	125,678,260	1,679,077	80,729,353	82,408,430	65.5710	82,408,430	-	100.0000	-

Resolution 2									
Promoter/Public	No. of shares held (1)	No. of 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
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	80,600,000	-	80,600,000	80,600,000	100.0000	80,600,000	-	100.0000	-
Public – Institutional holders	-	-	-	-	-	-	-	-	-
Public-Others	45,078,260	1,679,077	129,353	1,808,430	4.0118	1,808,430	-	100.0000	-
Total	125,678,260	1,679,077	80,729,353	82,408,430	65.5710	82,408,430	-	100.0000	-

Resolution 3									
Promoter/Public	No. of shares held (1)	No. of 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
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	80,600,000	-	80,600,000	80,600,000	100.0000	80,600,000	-	100.0000	-
Public – Institutional holders	-	-	-	-	-	-	-	-	-
Public-Others	45,078,260	1,679,077	129,353	1,808,430	4.0118	1,808,430	-	100.0000	-
Total	125,678,260	1,679,077	80,729,353	82,408,430	65.5710	82,408,430	-	100.0000	-



Pataksh Constrowell Limited

Resolution 4

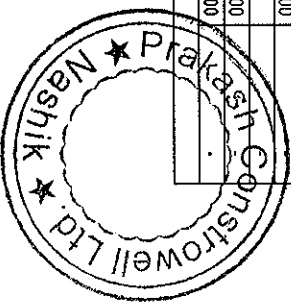
Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	80,600,000	Physical Ballot	E-voting	Total	80,600,000	-	100.0000	-
Public - Institutional holders	45,078,260	-	129,353	1,808,430	4,018	-	100.0000	-
Public-Others	125,678,260	1,679,077	80,729,353	82,408,430	82,408,430	-	100.0000	-
Total								

Resolution 5

Promoter/Public	No. of shares held (1)	No. of 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	80,600,000	Physical Ballot	E-voting	Total	80,600,000	-	100.0000	-
Public - Institutional holders	45,078,260	1,679,077	129,353	1,808,430	1,808,430	-	100.0000	-
Public-Others	125,678,260	1,679,077	80,729,353	82,408,430	82,408,430	-	100.0000	-
Total								

Resolution 6

Promoter/Public	No. of shares held (1)	No. of 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	80,600,000	Physical Ballot	E-voting	Total	80,600,000	-	100.0000	-
Public - Institutional holders	45,078,260	1,679,077	129,353	1,808,430	1,808,430	-	100.0000	-
Public-Others	125,678,260	1,679,077	80,729,353	82,408,430	82,408,430	-	100.0000	-
Total								



# D. M. ZAVERI & Co.

## Company Secretaries

**CS** 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

### Combined Report of Scrutinizer for e-voting & Poll

[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii) of  
Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Annual General Meeting of the Equity Shareholders of  
**Prakash Constrowell Limited,**  
held on 29<sup>th</sup> September, 2015 at,  
The Exchange, Near Ved Mandir, Tidke Colony,  
Trimbak Road, Nashik – 422002.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries,** was appointed as Scrutinizer by the Board of Directors of Prakash Constrowell Limited for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 including any amendment thereof and voting by use of physical ballot forms received from the members at the venue of the 19<sup>th</sup> Annual General Meeting (AGM) pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014 in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 19<sup>th</sup> AGM of the Equity Shareholders of Prakash Constrowell Limited held on Tuesday, 29<sup>th</sup> September, 2015 at The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik – 422002.



# D. M. ZAVERI & Co.

## Company Secretaries

**CS** Dharmesh Zaveri  
B.Com., F.C.S.

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

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 voting through electronic means (remote e-voting) and voting by use of physical ballots by the shareholders at the venue of AGM on the resolutions contained in the Notice of the 19<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the physical ballot voting at the AGM 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 remote e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 19<sup>th</sup> AGM of the Company held on 29<sup>th</sup> September, 2015, the Chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the poll process.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the aforesaid AGM. I have issued separate Scrutinizer's Report dated 29<sup>th</sup> September, 2015 on the remote e-voting and on the Poll through physical ballot voting in Form MGT-13 attached herewith as Annexure 1 and 2.



# D. M. ZAVERI & Co.

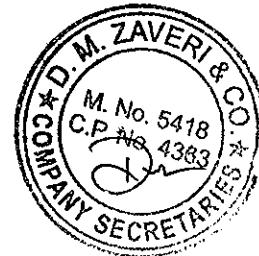
## Company Secretaries

**DS** Dharmesh Zaveri  
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The Result of remote e-voting together with that of the Poll 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	
<b>Item 1: Adoption of Directors' Report, audited financial statements and auditors' Report thereon for the financial year ended on 31<sup>st</sup> March 2015 (Ordinary Resolution)</b>								
Remote E-voting	8,07,29,353	9	8,07,29,353	100.0000	0	0	0.0000	NIL
Physical Ballot	16,79,077	16	16,79,077	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>8,24,08,430</b>	<b>25</b>	<b>8,24,08,430</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>NIL</b>
<b>Item 2: Re-appointment of Mr. Suresh G.Sarda, who retires by rotation. (Ordinary Resolution)</b>								
Remote E-voting	8,07,29,353	9	8,07,29,353	100.0000	0	0	0.0000	NIL
Poll	16,79,077	16	16,79,077	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>8,24,08,430</b>	<b>25</b>	<b>8,24,08,430</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>NIL</b>
<b>Item 3: Ratification of Appointment of M/s G. P. Pimpalikar and associates, Chartered Accountants as Auditors for balance term i.e. until the conclusion of 21<sup>st</sup> AGM. (Ordinary Resolution)</b>								
Remote E-voting	8,07,29,353	9	8,07,29,353	100.0000	0	0	0.0000	NIL
Poll	16,79,077	16	16,79,077	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>8,24,08,430</b>	<b>25</b>	<b>8,24,08,430</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>NIL</b>
<b>Item 4: Re-Appointment of Mr T. G. Krishnan, as a Managing Director of the Company. (Special Resolution)</b>								
Remote E-voting	8,07,29,353	9	8,07,29,353	100.0000	0	0	0.0000	NIL
Poll	16,79,077	16	16,79,077	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>8,24,08,430</b>	<b>25</b>	<b>8,24,08,430</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>NIL</b>
<b>Item 5: Appointment of Independent Woman Director i.e Ms. Jyoti Rathi. (Ordinary Resolution)</b>								
Remote E-voting	8,07,29,353	9	8,07,29,353	100.0000	0	0	0.0000	NIL
Poll	16,79,077	16	16,79,077	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>8,24,08,430</b>	<b>25</b>	<b>8,24,08,430</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>NIL</b>
<b>Item 6: Approval of remuneration of M/s. Srinivas Diddi &amp; Co., Cost Auditors of the Company. (Ordinary Resolution)</b>								
Remote E-voting	8,07,29,353	9	8,07,29,353	100.0000	0	0	0.0000	NIL
Poll	16,79,077	16	16,79,077	100.0000	0	0	0.0000	NIL
<b>Total</b>	<b>8,24,08,430</b>	<b>25</b>	<b>8,24,08,430</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>NIL</b>



# D. M. ZAVERI & Co.

## Company Secretaries

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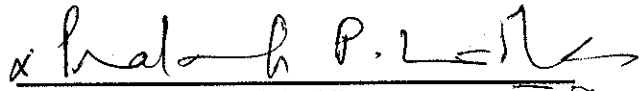
Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
**Email:** dmz@dmzaveri.com **Tel.:** 022-28679660 **Mobile:** 98203 20503

All the resolutions as mentioned above were passed under remote e-voting and poll with requisite majority. The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 19<sup>th</sup> Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co  
Practising Company Secretary



Dharmesh Zaveri  
(Proprietor)



Signed by Mr. Praksah Laddha  
Chairman of the meeting

Membership No.: 5418  
C.P. No.: 4363

Place: Mumbai  
Date: 29<sup>th</sup> September, 2015



# D. M. ZAVERI & Co.

## Company Secretaries

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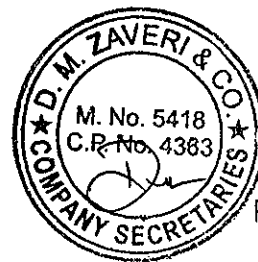
### Report of Scrutinizer

*[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended]*

To,  
The Chairman,  
Annual General Meeting of the Equity Shareholders of  
**Prakash Constrowell Limited,**  
held on 29<sup>th</sup> September, 2015 at,  
The Exchange, Near Ved Mandir, Tidke Colony,  
Trimbak Road, Nashik – 422002

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, Mumbai,** was appointed as Scrutinizer by the Board of Directors for the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Prakash Constrowell Limited held on Tuesday, 29<sup>th</sup> September, 2015 at The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik – 422002 for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on Remote E-voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended (Rules) on the below mentioned resolutions referred in my report.



# D. M. ZAVERI & Co.

## Company Secretaries

**DS** Dharmesh Zaveri  
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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 voting through electronic means on the resolutions contained in the Notice to the 19<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process 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 remote e-voting system provided by Central Depository Services (India) Limited ('CDSL'), the authorised agency to provide e-voting facilities, engaged by the Company.

Further to above, I submit my report as under

1. The remote e-voting period remained open from 9.00 am on Friday, 25<sup>th</sup> September, 2015 up to 5.00 pm on Monday, 28<sup>th</sup> September, 2015.
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e.22<sup>nd</sup> September, 2015 were entitled to vote on the proposed resolutions as mentioned in the Notice of the 19<sup>th</sup> Annual General Meeting.
3. As provided in Rules, I unblocked the remote e-voting on the platform provided by CDSL after completion of voting at Annual General Meeting on Tuesday, 29<sup>th</sup> September, 2015 at 2.00 PM in the presence of two witnesses, namely Mr. Shashank Palan and Mr. Jeet Jani who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr Shashank Palan



Mr Jeet Jani

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of CDSL ([www.evotingindia.co.in](http://www.evotingindia.co.in)) and based on such reports generated;



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5. The result of the e-voting is as under:

**a) Ordinary Resolution 1 -**

Adoption of Directors' Report, audited financial statements and auditors' Report thereon for the financial year ended on 31<sup>st</sup> March 2015.

(i) Voted in favour of the resolution:

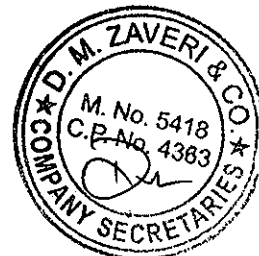
Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	8,07,29,353	100.0000

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



# D. M. ZAVERI & Co.

## Company Secretaries

**BS** Dharmesh Zaveri  
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### b) Ordinary Resolution 2 -

Re-appointment of Mr. Suresh G.Sarda, who retires by rotation.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	8,07,29,353	100.0000

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



# D. M. ZAVERI & Co.

## Company Secretaries

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### c) Ordinary Resolution 3 -

Ratification of Appointment of M/s G. P. Pimpalikar and associates, Chartered Accountants as Auditors for balance term i.e. until the conclusion of 21<sup>st</sup> AGM.

(i) Voted in favour of the resolution:

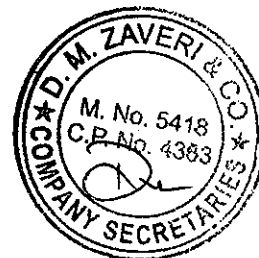
Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	8,07,29,353	100.0000

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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**d) Special Resolution 4 -**

Re- Appointment of Mr T.G.Krishnan, as a Managing Director of the Company.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	8,07,29,353	100.0000

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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

### e) Ordinary Resolution 5 -

Appointment of Ms. Jyoti Rathi, as an Independent Woman Director of the Company.

(i) Voted in favour of the resolution:

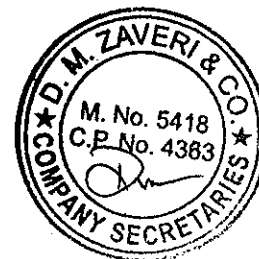
Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	8,07,29,353	100.0000

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



# 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

f) **Ordinary Resolution 6 -**

Approval of remuneration of M/s. Srinivas Diddi & Co., Cost Auditors of the Company.

(i) Voted in favour of the resolution:

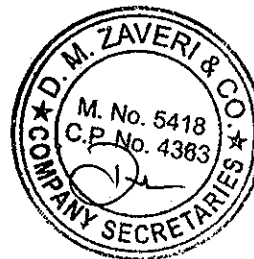
Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	8,07,29,353	100.0000

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL





# D. M. ZAVERI & Co.

Company Secretaries

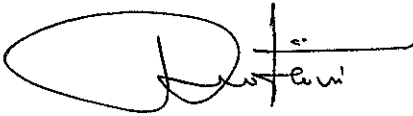
**CS** Dharmesh Zaveri  
B.Com., F.C.S.

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

6. The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 19<sup>th</sup> Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

For D. M. Zaveri & Co.  
Practising Company Secretary



Dharmesh Zaveri  
(Proprietor)



Membership No: 5418  
C. P. No.: 4363

Place: Mumbai  
Date: 29<sup>th</sup> September, 2015

# D. M. ZAVERI & Co.

## Company Secretaries

**CS** 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

FORM No. MGT-13

Report of Scrutinizer

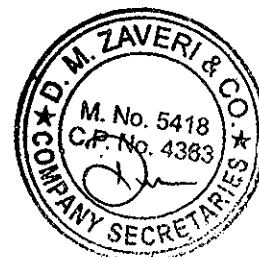
*[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman,  
Annual General Meeting of the Equity Shareholders of  
**Prakash Constrowell Limited,**  
held on 29<sup>th</sup> September, 2015 at,  
The Exchange, Near Ved Mandir, Tidke Colony,  
Trimbak Road, Nashik – 422002

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO., Company Secretaries,** appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Prakash Constrowell Limited, held on Tuesday, 29<sup>th</sup> September, 2015 at The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik – 422002 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We found no invalid poll paper.
4. The result of the Poll is as under:



# D. M. ZAVERI & Co.

Company Secretaries

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B.Com., F.C.S.

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

a) **Ordinary Resolution 1 -**

Adoption of Directors' Report, audited financial statements and auditors' Report thereon for the financial year ended on 31<sup>st</sup> March 2015.

(i) Voted **in favour** of the resolution:

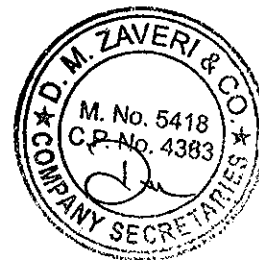
Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
16	16,79,077	100.0000

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

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



# D. M. ZAVERI & Co.

## Company Secretaries

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

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

### b) Ordinary Resolution 2 -

Re-appointment of Mr. Suresh G. Sarda, who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
16	16,79,077	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



# D. M. ZAVERI & Co.

## Company Secretaries

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

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### c) Ordinary Resolution 3 -

Ratification of Appointment of M/s G. P.Pimpalikar and associates, Chartered Accountants as Auditors for balance term i.e. until the conclusion of 21<sup>st</sup> AGM.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
16	16,79,077	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



# D. M. ZAVERI & Co.

Company Secretaries

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

d) **Special Resolution 4 -**

Re- Appointment of Mr T. G. Krishnan, as a Managing Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
16	16,79,077	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



# D. M. ZAVERI & Co.

## Company Secretaries

**CS** 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

### e) Ordinary Resolution 5 -

Appointment of Ms. Jyoti Rathi, as an Independent Woman Director of the Company.

(i) Voted in favour of the resolution:

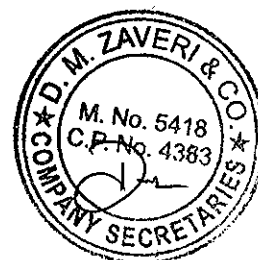
Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
16	16,79,077	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



# D. M. ZAVERI & Co.

## Company Secretaries

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

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

### f) Ordinary Resolution 6 -

Approval of remuneration of M/s. Srinivas Diddi & Co., Cost Auditors of the Company.

#### (i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
16	16,79,077	100.0000

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

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

#### (iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL





# D. M. ZAVERI & Co.

## Company Secretaries

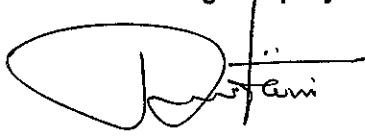
**CS** Dharmesh Zaveri  
B.Com., F.C.S.

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

5. The Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

For D. M. Zaveri & Co  
Practising Company Secretary



Dharmesh Zaveri  
(Proprietor)



Membership No.: 5418  
C.P. No.: 4363

Place: Mumbai  
Date: 29<sup>th</sup> September, 2015