

PRAKASH
Constrowell Limited

Concrete Values. Concrete Solutions.

Ref No. : PCL/2018-19/415

Date : January 11, 2019

BSE Limited

25th Floor,
Phiroz Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 533605

National Stock Exchange of India Limited

Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051
Symbol: PRAKASHCON

Dear Sirs,

Sub. : Declaration of Voting Results of Postal Ballot (including voting by electronic means) as per the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The details of Voting Results of the Postal Ballot (including voting by electronic means) in respect of resolutions contained in the Postal Ballot Notice dated December 7, 2018 are enclosed in the format prescribed under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are also enclosing Scrutinizer's Report on Postal Ballot dated January 10, 2019. All Resolutions contained in the said Notice have been passed with requisite majority.

Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours Faithfully,
For **Prakash Constrowell Limited**

Mukesh Chaudhary
Company Secretary



Encl. :

1. Voting Results of the Postal Ballot
2. Scrutinizer's Report on Postal Ballot dated January 10, 2019

PRAKASH CONSTROWELL LIMITED

Postal Ballot Voting Results

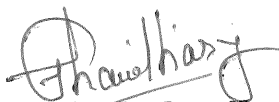
(Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date of the AGM / EGM	Not Applicable (Resolution passed through Postal Ballot on January 10, 2019)
Total number of shareholders on Record Date (i.e. December 7, 2018 Cut-off date for voting purpose)	15161
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter group	Not Applicable
Public	
No. of shareholders attended the meeting through video conferencing	
Promoters and Promoter group	Not Applicable
Public	

Resolution No. 1 : Appointment of M/s GAG and Associates, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. JPL & Associates, Chartered Accountants

Resolution required : (Ordinary / Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34458803	34458803	100.00	34458803	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		34458803	100.00	34458803	0	100.00	0.00
Public- Institutions	E-Voting	-	0	0.00	0	0	0.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	91219457	484678	0.53	473302	11376	97.65	2.35
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		484678	0.53	473302	11376	97.65	2.35
Total		125678260	34943481	27.80	34932105	11376	99.97	0.03

For Prakash Constrowell Limited


Mukesh Chaudhary
 Company Secretary



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

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]

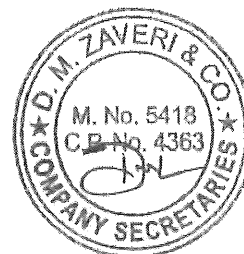
To,
The Chairman,
Prakash Constrowell Limited
The Exchange, Near Ved Mandir,
Tidke Colony, Trimbak Road,
Nashik – 422002

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 07th December, 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 07th December, 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 07th December, 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.



D. M. ZAVERI & Co.

Company Secretaries

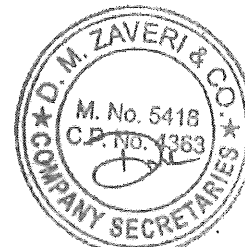
CS Dharmesh Zaveri
B.Com., F.C.S.

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 Website: www.dmzaveri.com

I submit my report as under;

- 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 12th December, 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 07th December, 2018.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on 08th December, 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 Thursday, 10th January, 2019 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 Thursday, 10th January, 2019 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 Thursday, 10th January, 2019 were not considered.
- 1.7. Envelopes containing postal ballot forms which were returned undelivered were not opened.
- 1.8. The company has not received any ballot forms upto closer of working hours i.e. 5.00 P.M. on Thursday, 10th January, 2019.



D. M. ZAVERI & Co.

Company Secretaries

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

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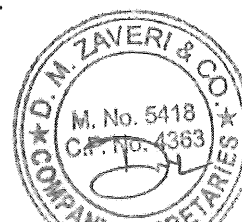
- 1.9. I have also received a complete record of votes cast by electronic mode from CDSL, the agency for providing and supervising electronic platform on Thursday, 10th January, 2019 at 5.06 p.m. and which was closed by CDSL on Thursday, 10th January, 2019 at 5.00 p.m.
- 1.10. The details containing *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: Appointment of M/s GAG and Associates, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. JPL & Associates, Chartered Accountants (Ordinary Resolution)									
E-voting	34943481	38	34932105	99.96744	5	11376	0.0326	0	0
Postal Ballot	0	0	0	0.0000	0	0	0.0000	0	0
Total	34943481	38	34932105	99.9674	5	11376	0.0326	0	0

The Ordinary resolution passed by requisite majority are as under;

Reference to provisions of Companies Act, 2013	Type and description of ordinary/ special resolutions
Ordinary Resolution pursuant to Section 139(8) and other applicable provisions of Companies Act, 2013.	Appointment of Auditor to fill up the casual vacancy.

- 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. 10th January, 2019.



D. M. ZAVERI & Co.

Company Secretaries

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

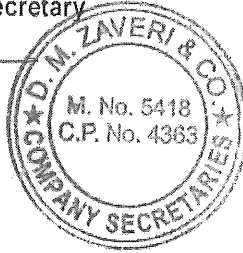
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1.13. You may accordingly declare the results of voting by postal ballot.

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: 10th January, 2019