



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty second Annual General Meeting of Prakash Constrowell Limited will be held on Saturday, 29<sup>th</sup> September, 2018 at 1 .00 PM at 3<sup>rd</sup> Floor, Pinnacle Mall, Trimbak Naka, Nashik 422002, to transact, with or without modifications, as may be permissible the following business:

### Ordinary Business:

1. To, consider and adopt the Audited financial statements for the year ended 31<sup>st</sup> March, 2018, including Balance Sheet as at 31<sup>st</sup> March 2018, Statement of Profit & Loss and Cash Flow for the financial year ended as on 31 March 2018, together with the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements for the financial year ended 31 March 2018, together with the Auditors report thereon.
2. To appoint a Director in place of Mr. Prafulla Bhat (DIN: 06604513), who retires by rotation and, being eligible, offers himself for re-appointment.

### Special Business:

3. To consider and if thought fit, to pass, 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 be and are hereby 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 2019 at a yearly remuneration of Rs. 70,000/- (Rupees Fifty Thousand Only) excluding taxes, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby approved.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of Board of Directors  
For PRAKASH CONSTROWELL LIMITED

Place: Nashik

Date: 13.08.2018

**Registered Office :**

The Exchange, , Near Ved Mandir, 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.
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 either in person or through post. 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. Members may refer to proxy related provision given in Para 6 of the SS-2 Secretarial Standard on General Meeting issued by ICSI and approved by Central Government
4. Profile of the Directors who are proposed to be appointed/ re-appointed as required by Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 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.
5. 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.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Book will remain closed from Saturday, 21<sup>st</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of payment of dividend, if declared at the Annual General Meeting.
8. Members/ proxies are requested to bring their copies of Annual Report along with the duly-filled Attendance Slips sent herewith to attend the meeting.
9. 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.
10. 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.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants



with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Transfer Agent (R&TA).

12. Electronic copy of the Notice convening the 22<sup>nd</sup> 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 22<sup>nd</sup> 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.
13. 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.
14. Members may also note that the Notice of the 22<sup>nd</sup> AGM and the Annual Report 2017-18 will be available on the website of the Company [www.prakashconstro.com](http://www.prakashconstro.com) and website of CDSL.
15. 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](mailto:compliance@prakashconstro.com) for receiving all communication including Annual Report, Notices, Circulars etc. electronically.
16. Members / Proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of venue of AGM is attached to this Notice.
17. For any queries relating to e-voting, Please contact Mr. Mehboob Lakhani, Assistant Manager or Mr. Wenceslaus Furtado, Deputy Manager 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 . Call on 022-22723333 Fax: 022-22723199 Helpdesk: 18002005533 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **18. Voting through electronic means:**

- I. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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](http://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 Wednesday, 26<sup>th</sup> September, 2018 and ends at 05.00 p.m on Friday, 28<sup>th</sup> September, 2018. 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 21<sup>st</sup> September, 2018, 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 of 21<sup>st</sup> September, 2018.
- VII. Mr. Dharmesh Zaveri, (Membership No. FCS- 5418), 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](http://www.prakashconstro.com) and shall be communicated to NSE and BSE Limited, where shares of the Company are listed.
- XI. 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.
- XII. 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.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.prakashconstro.com](http://www.prakashconstro.com) 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.
- A.** The instructions for e-voting are as under:
- a. 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>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.</li> </ul>

- 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](mailto: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](mailto: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.

By order of Board of Directors  
For PRAKASH CONSTROWELL LIMITED

Place: Nashik  
Date: 13.08.2018

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 No. 4 of the accompanying Notice:

**Item No. 3**

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 2018-19 at Board meeting held on 28<sup>th</sup> May, 2018 at a yearly remuneration of Rs. 70,000/-, exclusive of reimbursement of applicable taxes 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 (Cost Audit) 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 2018-19 as set out in the resolution for services to be rendered by them.

The Board of Directors recommends the passing of the Ordinary Resolution at Item No.3 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. 3 of the Notice.

By order of Board of Directors  
For PRAKASH CONSTROWELL LIMITED

Place: Nashik  
Date: 13.08.2018

Sd/-  
Madhura Ubale  
Company Secretary

**ANNEXURE TO THE NOTICE**

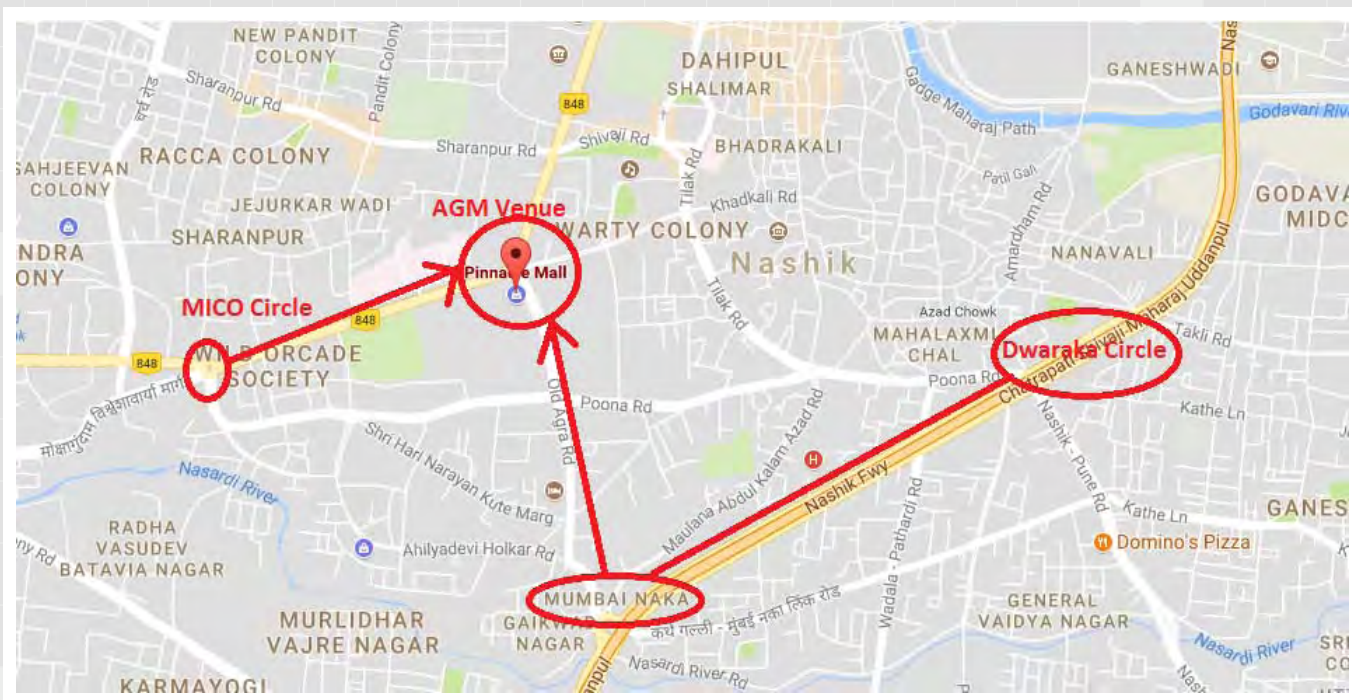
**Information on directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting (pursuant to Regulation 26 (4) and 36 (3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015) and also as per SS-2 as on the date of notice.**

<b>Names of Directors</b>	<b>Prafulla S. Bhat</b>
Date of Birth	06.06.1986
Age	31 years
Date of Appointment	04.03.2016
Qualification	C.A.
Designation in Company	Non-Executive Director
Expertise in specific functional area.	Qualified as Chartered Accountant, he has his own firm providing strategic solutions to business houses including Auditing & Assurance, Financial Advisory, Legal Compliance and Tax based problems and complexities in business. He is experienced professional with experience in wealth management, investment banking, mergers and acquisitions, etc.
Membership in Board Committees	Member of Stakeholder Grievances Committee
Terms and conditions of re-appointment	Appointed as a Non-Executive Director who shall be liable to retire by rotation
Relationship with other Director and KMP	Appointed as Non -Executive Director in company w.e.f. 13.08.2016.
Shareholding Pattern in the Company	NIL
Directorships held in other Public Limited Companies in India	1
Membership/ Chairmanship of Committees in other Public Limited Companies in India	3

By order of Board of Directors  
For PRAKASH CONSTROWELL LIMITED

Place: Nashik  
Date: 13.08.2018

Sd/-  
Madhura Ubale  
Company Secretary



**PRAKASH**  
Constrowell Limited

## **PRAKASH CONSTROWELL LIMITED.**

Corporate Office

The Exchange, Near VedMandir, Tidke Colony, Trimbak Road, Nashik – 422 002

**TEL. NO.** - 0253-2315269

**FAX. NO.** - 0253-2315271

**WEBSITE** - [www.prakashconstro.com](http://www.prakashconstro.com)

**EMAIL** - [info@Prakashconstro.com](mailto:info@Prakashconstro.com)