

# 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 & voting through ballot process

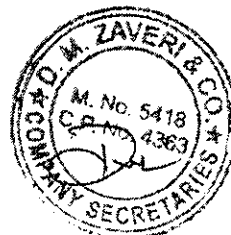
[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
20<sup>th</sup> Annual General Meeting of Equity Shareholders of  
**Prakash Constrowell Limited,**  
held on Friday, 30<sup>th</sup> September, 2016 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 purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through ballot process at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 20<sup>th</sup> AGM of the Equity Shareholders of Prakash Constrowell Limited held on Friday, 30<sup>th</sup> September, 2016 at The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik-422002.

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 resolution contained in the Notice of the 20<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 20<sup>th</sup> AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the



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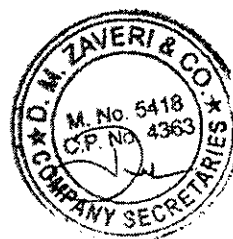
report generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL) the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 20<sup>th</sup> AGM of the Company held on Friday, 30<sup>th</sup> September, 2016, facility of voting through ballot process was given to the members present in the meeting.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the 20<sup>th</sup> AGM. I have issued separate Scrutinizer's Report dated 30<sup>th</sup> September, 2016 on the remote e-voting and on the ballot/Poll through physical ballot.

The Result of remote e-voting together with that of the ballot / Poll is as under;

| Mode of voting   | Total valid votes | Votes in favour of Resolution |                 |                        | Votes against the Resolution  |          |                        | Invalid Votes<br>Nos |
|--|-------------------|-------------------------------|-----------------|------------------------|-------------------------------|----------|------------------------|----------------------|
|  |                   | 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, standalone and consolidated audited financial statements and auditor' Report thereon for the financial year ended on 31<sup>st</sup> March 2016. (Ordinary Resolution)</b> |                   |                               |                 |                        |                               |          |                        |                      |
| E-voting   | 53676735          | 8                             | 53676735        | 100.0000               | 0                             | 0        | 0.0000                 | NIL                  |
| Poll/ballot voting   | 1232658           | 34                            | 1232658         | 100.0000               | 0                             | 0        | 0.0000                 | NIL                  |
| <b>Total</b>   | <b>54909393</b>   | <b>42</b>                     | <b>54909393</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. Prakash P. Laddha (DIN 00126825). (Ordinary Resolution)</b>   |                   |                               |                 |                        |                               |          |                        |                      |
| E-voting   | 53676735          | 8                             | 53676735        | 100.0000               | 0                             | 0        | 0.0000                 | NIL                  |
| Poll/ballot voting   | 1232658           | 34                            | 1232658         | 100.0000               | 0                             | 0        | 0.0000                 | NIL                  |
| <b>Total</b>   | <b>54909393</b>   | <b>42</b>                     | <b>54909393</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 Statutory Auditor until conclusion of next AGM. (Ordinary Resolution)</b>                                     |                   |                               |                 |                        |                               |          |                        |                      |
| E-voting   | 53676735          | 8                             | 53676735        | 100.0000               | 0                             | 0        | 0.0000                 | NIL                  |
| Poll/ballot voting   | 1232658           | 34                            | 1232658         | 100.0000               | 0                             | 0        | 0.0000                 | NIL                  |
| <b>Total</b>   | <b>54909393</b>   | <b>42</b>                     | <b>54909393</b> | <b>100.0000</b>        | <b>0</b>                      | <b>0</b> | <b>0.0000</b>          | <b>NIL</b>           |



# D. M. ZAVERI & Co.

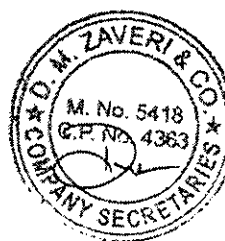
Company Secretaries

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| 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 | Nos           |
| <b>Item 4: Appointment of Mr. Suresh G. Sarda (DIN 00126625) as Non-Executive Director of the company. (Ordinary Resolution)</b>   |                   |                               |                 |                        |                               |          |                        |               |
| E-voting   | 53676735          | 8                             | 53676735        | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| Poll/ballot voting   | 1232658           | 34                            | 1232658         | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| <b>Total</b>   | <b>54909393</b>   | <b>42</b>                     | <b>54909393</b> | <b>100.0000</b>        | <b>0</b>                      | <b>0</b> | <b>0.0000</b>          | <b>NIL</b>    |
| <b>Item 5: Appointment of Mr. Vishal Ahuja (DIN 07427944) as an Independent Director of the company for a term of 5 (Five) consecutive Years effective from 4<sup>th</sup> March, 2016. (Ordinary Resolution)</b>      |                   |                               |                 |                        |                               |          |                        |               |
| E-voting   | 53676735          | 8                             | 53676735        | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| Poll/ballot voting   | 1232658           | 34                            | 1232658         | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| <b>Total</b>   | <b>54909393</b>   | <b>42</b>                     | <b>54909393</b> | <b>100.0000</b>        | <b>0</b>                      | <b>0</b> | <b>0.0000</b>          | <b>NIL</b>    |
| <b>Item 6: Appointment of Mr. Ravindra Sawant (DIN 00569661) as an Independent Director of the company for a term of 5 (Five) consecutive Years effective from 13<sup>th</sup> August, 2016. (Ordinary Resolution)</b> |                   |                               |                 |                        |                               |          |                        |               |
| E-voting   | 53676735          | 8                             | 53676735        | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| Poll/ballot voting   | 1232658           | 34                            | 1232658         | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| <b>Total</b>   | <b>54909393</b>   | <b>42</b>                     | <b>54909393</b> | <b>100.0000</b>        | <b>0</b>                      | <b>0</b> | <b>0.0000</b>          | <b>NIL</b>    |
| <b>Item 7: Appointment of Mr. Pradeep Khandagale (DIN 01124220) as Non-Executive Director of the company. (Ordinary Resolution)</b>  |                   |                               |                 |                        |                               |          |                        |               |
| E-voting   | 53676735          | 8                             | 53676735        | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| Poll/ballot voting   | 1232658           | 34                            | 1232658         | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| <b>Total</b>   | <b>54909393</b>   | <b>42</b>                     | <b>54909393</b> | <b>100.0000</b>        | <b>0</b>                      | <b>0</b> | <b>0.0000</b>          | <b>NIL</b>    |
| <b>Item 8: Appointment of M/s Srinivas Diddi &amp; Co. as Cost Accountants as Cost Auditor of the company for the financial Year ending 31<sup>st</sup> March, 2017. (Ordinary Resolution)</b>                         |                   |                               |                 |                        |                               |          |                        |               |
| E-voting   | 53676735          | 8                             | 53676735        | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| Poll/ballot voting   | 1232658           | 34                            | 1232658         | 100.0000               | 0                             | 0        | 0.0000                 | NIL           |
| <b>Total</b>   | <b>54909393</b>   | <b>42</b>                     | <b>54909393</b> | <b>100.0000</b>        | <b>0</b>                      | <b>0</b> | <b>0.0000</b>          | <b>NIL</b>    |



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All the resolutions voted through under remote e-voting and ballot/poll were passed 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 20<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)

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

Place: Mumbai  
Date: 30<sup>th</sup> September, 2016



Signed by Mr. Prakash Laddha  
Chairman of the meeting  
(For Resolution No.1,3,4,5,6,7 and 8)



Signed by Mr. Krishnan Trichur  
Chairman of the meeting  
(For Resolution No. 2)