

PRAKASH
Constrowell Limited

Concrete Values. Concrete Solutions.

Ref. No.: PCL/2016-17/487

Date: 16.02.2017

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla Complex,
Bandra(E), Mumbai - 400051.

BSE Limited,
Market Operations Dept.
P.J. Towers,
Dalal Street,
Mumbai- 400001.

Sub: Declaration of Results of Postal Ballot/ E-voting.

Ref: Prakash Constrowell Limited, Scrip Code (NSE- PRAKASHCON& BSE- 533605).

Dear Sir/ Madam,

This is further to our letter dated 17.01.2017 with respect to Postal Ballot/ E-voting Notice dated 29.12.2016 sent to shareholders seeking their approval on the following matters:

1. Ordinary Resolution - Increase in Authorised Share Capital of Company from Rs.15 crore to Rs.30 crore consisting of 30 crore shares of Re.1 each.
2. Special Resolution- Issue of upto 10 crore equity shares through Qualified Institutional Placements.

Based on report submitted by the Scrutinizer Mr. D. M. Zaveri , propriter of D. M. Zaveri & Co., Company Secretaries, Mumbai, the company declared that the special resolutions proposed in the said {Postal Ballot/ E-voting Notice have been passed with requisite majority. The details of voting results in format specified by Regulation 44 of SEBI (LODR), 2015 along with Scrutinizer's Report is enclosed.

Kindly take the same on records.

Thanking you.

For Prakash Constrowell Ltd.

mkubale

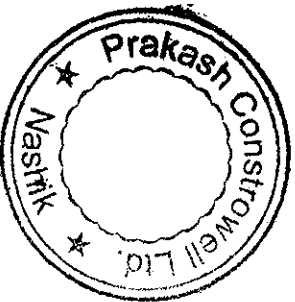
Madhura Ubale
CS & Compliance Officer
Place: Nasik



Date of AGM/ EGM declaration of result	16th February 2017
Total Number of Shareholders on record date i.e. 10962	
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoter and Promoter Group:	-
Public:	-
No. of shareholders attended the meeting through Video Conferencing:	NA
Promoter and Promoter Group:	-
Public:	-

Resolution 1:		Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary		Special		
Category	Mode of Voting	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	E-Voting		34,458,803	100.0000	34,458,803	-	100.0000	-
	Poll/Postal ballot							
	Total	34,458,803	34,458,803	100.0000	34,458,803	-	100.0000	-
Public - Institutional holders	E-Voting		-	-	-	-	-	-
	Poll/Postal ballot							
	Total	-	-	-	-	-	-	-
Public-Non Institutional	E-Voting		10,276,641	0.0005	8,864,671	1,410,870	86.2896	13.7304
	Poll/Postal ballot							
	Total	91,219,457	10,276,641	11.2652	8,864,671	1,410,870	86.2854	100.0000
Total	E-Voting		44,734,344	35.5943	43,323,474	1,410,870	96.2461	3.1538
	Poll/Postal ballot							
	Total	125,678,260	44,734,344	35.5947	43,323,474	1,411,370	96.8450	100

Resolution 2:		Whether promoter/promoter group are interested in the agenda/resolution?		Ordinary		Special		
Category	Mode of Voting	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	E-Voting		34,458,803	100.0000	34,458,803	-	100.0000	-
	Poll/Postal ballot							
	Total	34,458,803	34,458,803	100.0000	34,458,803	-	100.0000	-
Public - Institutional holders	E-Voting		-	-	-	-	-	-
	Poll/Postal ballot							
	Total	-	-	-	-	-	-	-
Public-Non Institutional	E-Voting		10,276,641	11.2656	8,868,671	1,405,870	86.3183	13.6817
	Poll/Postal ballot							
	Total	91,219,457	10,276,641	11.2652	8,870,171	1,405,870	100.0000	13.6810
Total	E-Voting		44,734,344	35.5943	43,328,474	1,405,870	96.8573	3.1427
	Poll/Postal ballot							
	Total	125,678,260	44,734,344	35.5947	43,328,474	1,405,870	96.8573	3.1427



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

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 Thursday, 29th December, 2016 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 29th December, 2016 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 29th December, 2016 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 17th January, 2017 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 13th January, 2017.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on 17th January, 2017 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 Wednesday, 15th February, 2017 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 15th February, 2017 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 15th February, 2017 were not considered.
- 1.7. Envelopes containing postal ballot forms which were returned undelivered were not opened.
- 1.8. I have not found ballot forms which were considered invalid due to either signature mismatch or no signature.



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
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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 Wednesday, 15th February, 2017 at 5.15 pm and which was closed by CDSL on Wednesday, 15th February, 2017 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: Increase in Authorised Share Capital of Company from Rs.15 crore to Rs.30 crore consisting of 30 crore shares of Re.1 each (Ordinary Resolution)									
E-voting	44734344	78	43323474	96.84611	16	1410870	3.1539	Nil	Nil
Postal Ballot	500	0	0	0.0000	1	500	100.00	Nil	Nil
Total	44734844	78	43323474	96.8450	17	1411370	3.1550	Nil	Nil
Item No 2: Issue of upto 10 crore equity shares through Qualified Institutional Placements (Special Resolution)									
E-voting	44734344	79	43328474	96.8573	15	1405870	3.1427	Nil	Nil
Postal Ballot	500	1	500	100.0000	0	0	0.0000	Nil	Nil
Total	44734844	80	43328974	96.8573	15	1405870	3.1427	Nil	Nil



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
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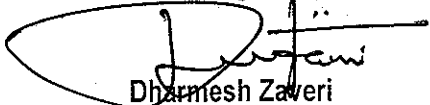
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The special resolutions passed by requisite majority are as under;

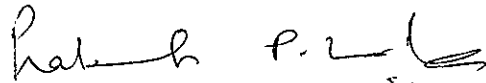
Reference to provisions of Companies Act, 2013	Type and description of ordinary/ special resolutions
Ordinary Resolution pursuant to Section 13 & 61 and other applicable provisions of Companies Act, 2013.	Increase in Authorised Share Capital of Company from Rs.15 crore to Rs.30 crore consisting of 30 crore shares of Re.1 each.
Special Resolution pursuant to Section 23, 42 & 62(1)(c) and other applicable provisions of Companies Act, 2013.	Issue of upto 10 crore equity shares through Qualified Institutional Placements.

- 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. 15th February, 2017.
- 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
Place: Mumbai
Date: 16th February, 2017



Accepted by Chairman/ Director of
Prakash Constrowell Limited