



PRAKASH CONSTROWELL LIMITED

CIN: L45200MH1996PLC095941

Regd. Office: The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik - 422002
Phone: 0253 2315269/70 | Website: www.prakashconstro.com | E-mail: info@prakashconstro.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Prakash Constrowell Limited ("the Company") by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Explanatory Statement pertaining to the proposed resolution setting out the material facts and reasons thereof, as required under Section 102 of the Companies Act, 2013, is annexed hereto along with the Postal Ballot Notice Form for your consideration.

The Company has appointed Shri Dharmesh Zaveri of D. M. Zaveri & Co., Company Secretaries, Practicing Company Secretary (FCS: 5418/COP: 4363) as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as Scrutinizer.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, i.e. **5:00 p.m. (IST) on Thursday, January 10, 2019**. Postal Ballot Forms received after **5:00 p.m. (IST) on Thursday, January 10, 2019** will be treated as "invalid". Pursuant to section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice and instructions given thereunder. The e-voting facility is available at www.evotingindia.com from **9:00 a.m. (IST) onwards on December 12, 2018 upto January 10, 2018, 5:00 p.m. (IST)**. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny of physical Postal Ballot Papers / E-Voting but not later than two days from the date of conclusion of Postal Ballot process, and the result of Postal Ballot (including voting through electronic means) will be announced on or before **5:00 p.m. (IST) on Saturday, January 12, 2019**, at the Registered Office of the Company and also by placing the same on the Company's website: www.prakshconstro.com. The results will simultaneously be communicated to the Stock Exchanges and CDSL.

SPECIAL BUSINESS

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

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s GAG and Associates, Chartered Accountants, (Firm Registration No. 009758C) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s JPL & Associates, Chartered Accountants.

RESOLVED FURTHER THAT M/s GAG and Associates, Chartered Accountants, (Firm Registration No. 009758C) shall be entitled to hold the office of the Statutory Auditors of the Company upto the conclusion of the 23rd Annual General Meeting to be held in the year 2019 at such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.

By Order of the Board of Directors
For **Prakash Constrowell Limited**

Place : Nashik
Date : December 7, 2018

Mukesh Chaudhary
Company Secretary

Registered Office:

The Exchange, Near Ved Mandir,
Tidke Colony, Trimbak Road,
Nashik - 422002 (Maharashtra) India
CIN : L45200MH1996PLC095941

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to Members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, December 7, 2018** will be considered for the purpose of voting.
4. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on **Friday, December 7, 2018**.
5. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: www.prakashconstro.com, where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before **5:00 p.m. (IST) on Thursday, January 10, 2019**.
6. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered as invalid.
7. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny of the Postal Ballots and the results of the Postal Ballot will be announced on or before **5:00 p.m. (IST) on Saturday, January 12, 2019**, at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at www.prakashconstro.com and on the website of CDSL immediately after the declaration of the result by the Chairman or any person authorised by him in writing for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on the date of declaration of the Postal Ballot results.
10. All the material documents referred to in this Postal Ballot Notice will be made available for inspection by the Members at the registered office of the Company during business hours on all working days except Saturday and Sunday, from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by Postal Ballot / E-voting i.e. **Thursday, January 10, 2019**.
11. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s) for sending future communication(s) in electronic form.

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

- 1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, not later than close of working hours i.e. **5:00 p.m. (IST) on Thursday, January 10, 2019**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- 2) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- 3) Member who has not received Postal Ballot Form may write to the Company or the Registrar and Transfer agent of the Company for obtaining a duplicate/additional form.
- 4) Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.
- 5) Assent and/or dissent to proposed resolution may be recorded by placing a tick mark (**✓**) in the appropriate column or by writing number of shares accorded for in the appropriate column(s).
- 6) Unsigned and/or incomplete Postal Ballot Forms in any manner shall be rejected.

E-Voting Facility

The business as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the facility of voting through electronic means will be offered by Central Depository Services (India) Limited (CDSL) to its Members to cast their votes electronically.

A person whose name appears in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **Friday, December 7, 2018** shall be entitled to avail the facility of e-voting.

The Company has appointed Shri Dharmesh Zaveri of D. M. Zaveri & Co., Company Secretaries, Practicing Company Secretary (FCS: 5418/COP: 4363) as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as Scrutinizer.

Instructions to Members for e-voting are as under:

- (i) The voting period begins on **from 9:00 a.m. (IST) onwards on Wednesday, December 12, 2018 and ends on Thursday, January 10, 2018, 5:00 p.m. (IST)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, December 7, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Postal Ballot Notice.
- (xi) Click on the EVSN of “PRAKSH CONSTROWELL LIMITED”.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

All Grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), Marathon Futurex, 25th floor, N.M. Joshi Marg, Lower Parel - (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

The Notice of Postal Ballot is placed on website of the Company - www.prakashconstro.com.

By Order of the Board of Directors
For **Prakash Constrowell Limited**

Place : Nashik
Date : December 7, 2018

Mukesh Chaudhary
Company Secretary

Registered Office:

The Exchange, Near Ved Mandir,
Tidke Colony, Trimbak Road,
Nashik- 422002 (Maharashtra) India
CIN : L45200MH1996PLC095941

Explanatory Statement

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 1

M/s JPL and Associates, Chartered Accountants, have tendered their resignation from the position of Statutory Auditors, with effect from November 21, 2018 resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. As per Section 139(8) of the Companies Act, 2013, the casual vacancy caused by the resignation of Auditors can be filled by the Board within thirty days which is subject to the approval of the members within three months of the recommendation of the Board and such auditor shall hold office till the conclusion of the next Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board, at its meeting held on December 7, 2018, proposes and recommends that M/s. GAG and Associates (Firm Registration No. 009758C) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. JPL and Associates, Chartered Accountants, who shall hold the office up to the conclusion of the 23rd Annual General Meeting of the Company to be held in the year 2019.

M/s GAG and Associates, Chartered Accountants, being eligible under section 139(1) and other applicable provisions, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the resolution for the approval of members of the Company as set out in Item No.1 of the Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the proposed Resolution set out at Item No. 1 of this Notice.

By Order of the Board of Directors
For **Prakash Constrowell Limited**

Place : Nashik
Date : December 7, 2018

Mukesh Chaudhary
Company Secretary

Registered Office:

The Exchange, Near Ved Mandir,
Tidke Colony, Trimbak Road,
Nashik- 422002 (Maharashtra) India
CIN : L45200MH1996PLC095941

POSTAL BALLOT FORM

(Attached to the Notice dated December 7, 2018)

(Please read carefully the instructions printed overleaf before exercising the vote)

Serial No.:

1.	Name(s) of Shareholder(s), (including joint holders, if any) (in block letters)			
2.	Registered address of the sole / first named Shareholder			
3.	Registered Folio No. / DP ID No. / Client ID No.* (* Applicable to investors holding shares in dematerialized form)			
4.	Number of shares held			
5.	I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below. (Tick in both the boxes would render your Ballot invalid for the respective resolution)			
Item No.	Description of the Resolution	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
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			

Place :

Date :

(Signature of the shareholder)

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed prepaid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if deposited in person or sent by courier at the expenses of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder and so on.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on **Thursday, January 10, 2019**. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder(s) has not been received.
6. In case of shares held by Companies, Trusts, Societies etc. duly completed Postal Ballot form should be accompanied by a certified true copy of Board Resolution / Authority.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder(s) as on the date of dispatch of the notice.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
10. The Postal Ballot shall not be exercised by a Proxy.
11. A (V) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot Form invalid. Please note that (X) mark or any other mark other than (V) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
12. A Member need not use all his votes nor does he need to cast all his votes in the same way. If a Member desires to cast only a part of his/her/its votes or cast part of them in favour and part of them against the resolution(s), the number of shares in respect of which votes are cast should be mentioned in the respective columns, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the Member.
13. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
14. In case the shares are held in dematerialized form, the members are advised to forward their requests for change of address and updation of bank account details to their respective depository participants. In case the shares are held in physical form, the members are advised to update their information with the Registrar and Share Transfer Agent, **Bigshare Services Pvt. Ltd.**, E-2 & 3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400072.