



Prakash Constrowell Limited

CIN L45200MH1996PLC095941

Registered Office: The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik – 422 002

TEL. NO. - 0253-2315269/70 FAX. NO. - 0253-2315271

WEBSITE - www.prakashconstro.com EMAIL - info@prakashconstro.com

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Companies Rules") including any statutory modification(s) or reenactment thereof for the time being in force, the resolutions as set out in this Notice are proposed to be passed by the Members of Prakash Constrowell Limited (the "Company") through Postal Ballot (Postal Ballot Forms and voting through electronic means)

A Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolutions, setting out material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Company Secretaries, as Scrutinizer for conducting the postal ballot (physical & e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR") and Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed and pursuant to the provisions of Section 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting only shall be considered by the Scrutinizer.

The e-voting facility is available at the link: <https://www.evotingindia.com/> from 9:00 a.m. onwards on 17th January, 2017 upto 15th February, 2017, 05:00 p.m. 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.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self-addressed prepaid postage envelope, so as to reach the Registered Office of the Company on or before the closing of the working hours i.e., 05:00 p.m. on 15th February, 2017 (end date of voting period).

Please note that any Postal ballot form(s) received after the said date will be treated as invalid. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballot form. The results will be announced by the Chairman of the Company on or before 17th February, 2017 at the Registered Office of the Company at The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik - 422002 at 05.00 p.m.

The results of the postal ballot will also be displayed at the Registered Office and on our website www.prakashconstro.com besides being communicated to the Stock Exchanges, where the Company's Equity Shares are listed. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority

Proposed Resolutions

Item No 1.

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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 Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing Resolutions entered into by the Company with the Stock Exchanges, where the shares of the Company are listed, the consent of the Members of

the Company be and is hereby granted for increase in the Authorized Share Capital of the Company from ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crore) equity shares of ₹ 1/- (Rupee One only) each to ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores) equity shares of ₹ 1/- (Rupee One only) each and that the existing Clause V of Memorandum of Association of the Company be replaced with the following new Clause V:

V. The Authorized Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores) equity shares of ₹ 1/- (Rupee One only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion.

Item No.2

Issue of Equity Shares through Qualified Institutions Placement:

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed there under ("Act") (including any amendment thereto or reenactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the Listing Agreement entered into with the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") (including any amendment thereto or re-enactment thereof, for the time being in force), the Foreign Exchange Management Act, 1999, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, ("FEMA Regulations") and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("Governmental Authorities"), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, the Board (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) thereof constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized, on behalf of the Company, to create, issue, offer and allot, (including the provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons, as may be permitted), in the course of Qualified Institutions Placement ("QIP") under SEBI ICDR Regulations), either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares of the Company with a Face Value of Re.1 (Rupee One) each to eligible investors under applicable Laws, Regulations and Guidelines as decided by the Board to Qualified Institutional Buyers ("QIB") in accordance with Chapter VIII ("Qualified Institutions Placement" or "QIP") of the SEBI ICDR Regulations, (whether Residents and/or Non-Residents and/ or Institutions/Banks and/or Incorporated Bodies, Mutual Funds, Venture Capital Funds and Indian and/or Multi-Lateral Financial Institutions, other Eligible Investors, and whether or not such investors are members of the Company), through issue of placement document and/or other permissible/ requisite offer document, and such issue and allotment to be made at such time, in one or more tranches, for cash, at such price or prices, including at discount / premium to the market price in such manner and on such terms and conditions, considering the then prevailing market conditions and other relevant factors wherever necessary, in consultation with the merchant bankers and/or other advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of upto 10,00,00,000 (Ten Crores) Equity Shares, at such premium as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Equity Shares, to investors as mentioned above and the pricing of the Equity Shares to be issued to QIB pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The Board may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations. The relevant date (Relevant Date) for the purpose of arrival of the Price of the QIP shall be in accordance with chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the issue and allotment of upto 10,00,00,000 (Ten Crores) Equity Shares by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time and the Equity Shares shall not be eligible to be transferred / sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offer letter / placement document for the proposed issue of the Equity Shares and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such

declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offer letter / placement document, and any amendments and supplements thereto with stock exchanges, government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot upto 10,00,00,000 (Ten Crores) Equity Shares as may be required in accordance with the terms of the offer. Subject to the provisions of the Memorandum and Articles of Association of the Company, all such Equity Shares shall rank paripassu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions on that behalf contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, registrars, bankers, lawyers, advisors and all such professionals / agencies as may be involved or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such securities on the Stock Exchange(s), authorizing any director(s) or any officer(s) of the Company to sign for and on behalf of the Company any agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue and allotment of Equity Shares, the Board, wherever required in consultation with the merchant bankers and/or other advisors, be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalization and approval of the preliminary as well as final offer letter / placement document, determining the form and manner of the issue, including the selection of QIB to whom the Equity Shares are to be offered, issued and allotted, number of Equity Shares to be allotted, issue price, discounts permitted under applicable law (now or hereafter), premium amount on issue of the Equity Shares, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its power to any committee of directors (including any officer(s) of the company) to give effect to the aforesaid resolution and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.

Place: Nashik
Date: 29.12.2016

By order of Board of Directors
For **PRAKASH CONSTROWELL LIMITED**

Sd/-
Madhura Ubale
Company Secretary

Notes:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

1. All documents referred to in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on any working day except Public Holidays, Saturday & Sunday, upto 15th February, 2017 (end of voting period), the last date for the receipt of postal ballot forms.
2. The voting by Postal ballot is only for shareholders entitled to vote, who are required to duly fill in the postal ballot form and send it to the Registered Office of the Company. Any other recipient of this Notice, who does not have voting rights, should treat the Notice as intimation only.
3. The Company has appointed Mr. D. M. Zaveri, (FCS: 5418; C. P. No. 4363) Proprietor of M/s. D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, as Scrutinizer for conducting the Postal ballot process in a fair and transparent manner.
5. In compliance with the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd. for giving e-voting facility to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. .
6. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on Friday, 13th January, 2017 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date.
7. Shareholders, who have registered e-mail IDs for receipt of documents in electronic mode, are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form. Shareholders, who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal ballot Form from our website, www.prakashconstro.com.

8. The details of dispatch of Notice and Postal Ballot Paper to the members will be published in at least one English and one Vernacular language newspaper circulating in Maharashtra.
9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the Chairman of the Company shall announce the results of the Postal Ballot on or before February 17, 2017 at the Registered Office of the Company at The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik – 422002 and will be placed on the Website of the Company www.prakashcosntro.com and website of CDSL.
10. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed prepaid Business reply envelope. An unsigned Postal Ballot Form will be rejected. The Postal Ballot Form(s) shall also be deposited at the address given thereon.
The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on 15th February, 2017 to be eligible for being considered; failing which, it will be strictly treated as if no reply has been received from the Member.
11. Any query/grievance may please be addressed to Ms. Madhura Ubale, Company Secretary & Compliance Officer with respect to the voting by Postal Ballot including voting by electronic means at: Email id: compliance@prakashcosntro.com or Tel.: +91 253 2315269; Fax: +91 253 2315271

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9:00A.M. on Tuesday, January 17,2017 and ends at 5:00 P.M. on Wednesday, February15, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. January13, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) The shareholders should log on to the e-voting website <https://www.evotingindia.com/>.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to <https://www.evotingindia.com/> and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • 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	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"> • 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.

- (x) Members holding shares in physical form will then directly reach 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Prakash Constrowell Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the 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.
- (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 <https://www.evotingindia.com/> and register themselves as Corporates.
- 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 <https://www.evotingindia.com/> , under help section or write an email to helpdesk.evoting@cdslindia.com .
- In case of members receiving the physical copy of Postal Ballot Form by Post and desiring to cast e-vote: (A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.
- (B) The voting period begins on 17th January, 2017 at 09:00 AM and ends on 15th February, 2017 at 05:00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13th January, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
- (C) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (E) 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 future communication(s).

Place: Nashik
Date: 29.12.2016

By order of Board of Directors
For **PRAKASH CONSTROWELL LIMITED**

Sd/-
Madhura Ubale
Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act,2013

ITEM NO. 1

At present, the Authorized Share Capital of the Company is ₹15,00,00,000 (Rupees Fifteen crores only) divided into 15,00,00,000 (Fifteen crores) Equity Shares of ₹ 1/- each. The Company has plans for further expansions/ exploring other avenues of expansion, modernization and diversification. The Company, in order to meet its growth objective and to strengthen its financial position, is required to generate medium / long term resources by issuing further Equity Shares/convertible securities / warrants.

It is therefore deemed appropriate to increase the Authorised Share Capital to ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of ₹ 1/- (Rupee One only) each and for that purpose, the provisions of the Memorandum of Association of the Company are proposed to be suitably altered as per Resolution set out at Item No. 1 of the accompanying Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the Members. None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

All the documents referred in the Notice are available for inspection by the shareholders at the Registered Office of the Company on all working days except Public holidays, Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. upto 15th February, 2017 (end of voting period), the last date for the receipt of postal ballot forms.

ITEM NO. 2

The company proposes to raise additional capital by issuing upto 10,00,00,000 (Ten Crores) Equity Shares via placement of Equity Shares to Qualified Institutional Buyers ("QIB") through Qualified Institutions Placement ("QIP") in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations") The QIP may be consummated in one or more tranches at such time or times at such price as the Board of directors may in its absolute discretion decide, subject, however, to the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations.

The Board of Directors may in their discretion adopt the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the company. The proceeds may also be used for other miscellaneous business purposes, including but not limited to meet capital expenditure, working capital requirements of the Company and/or its subsidiaries, including through investment insuch subsidiaries, repayment of debt and other general corporate purposes. The pricing of the Securities that may be issued to QIB's pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined in accordance with Chapter VIII of the SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date on which the Board of Directors or the Committee of the Board of Directors thereof decides to open the QIP for subscription. The Special Resolution also seeks to give the Board of Directors' powers to issue Equity Shares in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including Institutions, Incorporated Bodies and/or Individuals or otherwise as the Board of Directors in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/ offering(s) will be determined by the Board of Directors or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The detailed terms and conditions for the issue/offer will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed issue/offer and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted would be listed on one or more stock exchanges in India. The offer/ issue / allotment would be subject to obtaining necessary regulatory approvals, if applicable. As and when the Board of Directors takes a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the SEBI LODR Regulations.

Section 62(1)(a) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing members of such company in the manner laid down therein unless the members by way of a special resolution in a General Meeting decide otherwise. Since, the special resolution proposed in the business of the Notice may result in the issue of Equity Shares of the company to persons other than members of the company, consent of the members is being sought pursuant to the provisions of Section 62(1)(c) and other

applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and the provisions of the Listing Agreements executed by the company with the stock exchanges where the Equity Shares of the company are listed.

This special resolution, if passed, will have the effect of allowing the Board of Directors to offer, issue and allot upto 10,00,00,000 (Ten Crores) Equity Shares to the investors who may or may not be the existing members of the company.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

The Board of Directors recommends the resolutions set out at Item No. 2 for the approval of the members of the company as a special resolution.

Place: Nashik
Date: 29.12.2016

By order of Board of Directors
For **PRAKASH CONSTROWELL LIMITED**

Sd/-
Madhura Ubale
Company Secretary



Prakash Constrowell Limited

CIN L45200MH1996PLC095941

Registered Office: The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik – 422 002

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WEBSITE - www.prakashconstro.com EMAIL - info@prakashconstro.com

POSTAL BALLOT FORM

(Attached to the Notice dated 29/12/2016)

(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 (√) mark at the appropriate box below. <i>(Tick in both the boxes would render your Ballot invalid for the respective resolution)</i>	

Item No.	Description of the Resolution	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	To approve 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.	Issue of upto 10 crore equity shares through Qualified Institutional Placements			

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 Wednesday, the 15th of February, 2017. 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 (√) 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 (√) 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, **Big Share Services Pvt. Ltd.**, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai – 400 072.