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OF DIVERSIFIED ORDER
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FOR ALL OUR STAKE
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighteenth Annual General Meeting of Prakash Constrowell Limited will be held on Monday, 29th September, 2014 at 2.30 PM at 3rd Floor, Pinnacle Mall, Trimbak Naka, Nashik- 422001, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited financial statements for the year ended 31st March, 2014, including the audited Balance Sheet as at 31st March 2014, Audited Statement of Profit & Loss and Cash Flow for the financial year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prakash Pusaram Laddha (DIN 00126825), who retires by rotation and, being eligible, offers himself for re-appointment.
3. 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. G.P. Pimpalikar and Associates, Chartered Accountants, Jalgaon (ICAI Registration No. FRN.119343W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-
"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for continuation of the appointment of Mr. Trichur G. Krishnan as Managing Director of the Company, for the remaining term i.e. up to 1st January 2016, liable to retire by rotation, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) as it may deem fit and as may be acceptable to Mr. Trichur G. Krishnan

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and Clause 49 of the Listing Agreement, Mr. Ramniwas Rathi (DIN 06882263), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th May 2014, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161(1) of the Companies Act, 2013) and Article 152 of the Articles of Association of the Company and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 be and is hereby appointed as Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of the 23rd Annual General Meeting of the Company in the calendar year 2019."
6. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and Clause 49 of the Listing Agreement, Mr. Jayant Vishnu Phalke (DIN 00332887), who was appointed as an Independent Director of the Company, whose period of office is liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of the 23rd Annual General Meeting of the Company in the calendar year 2019."



7. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and Clause 49 of the Listing Agreement, Mr. Prashant Prabhakar Gadkari (DIN 06565104), who was appointed as an Independent Director of the Company, whose period of office is liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to the conclusion of the 23rd Annual General Meeting of the Company in the calendar year 2019.”

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

“RESOLVED THAT pursuant to the provisions of the Section 180(1)(a) and the other applicable provisions of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create any mortgage, charge and/or hypothecation, in such manner and with such ranking as to priority and for such time to time for the purposes of the business of the Company on the immoveable and moveable properties of the Company, both present and future, in such form or manner at such time and on such terms and conditions as determined by the Board of Directors from time to time, (together with all other assets, rights and/or interest therein), including but not limited to any rights / entitlements of the Company to / in respect of immoveable properties under agreements executed by the Company and the Board be and is hereby empowered and authorized to arrange or fix terms and conditions for creation of such mortgage, charge and/or hypothecation of all properties offered as security howsoever as they may deem fit, as also to execute all such deeds and documents as may be necessary, usual or expedient for this purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient and also to delegate all or any of the above powers to the committee of the Directors or the Whole-time Director or any other officers of the Company for giving effect to the above resolution ”

9. To consider and if thought fit, to give assent or dissent to the following resolution as an Special Resolution:

“RESOLVED THAT the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors of the Company or any committee thereof for borrowing monies, from time to time, at its discretion either from the Company's bankers or any other bank(s), financial institution(s), international lending agencies or any other lending institution(s), persons, firms, trusts or bodies corporate by way of deposits, advances or other loans, convertible/non-convertible debentures, commercial papers, bonds or any other debt instruments, whether unsecured or secured directly by mortgage, charge, hypothecation or pledge of any of the Company's assets and properties, book debts or by collateral security thereon or on such terms and conditions as may be considered suitable by the Board of Directors, even though the monies to be borrowed together with monies already borrowed by the Company, apart from temporary loans obtained from Company's Bankers in the ordinary course of business, exceeds the aggregate paid-up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose provided, however, that the total amount of such borrowings shall not exceed the amount of Rs. 100 Crores/-(Rupees One Hundred Crores only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient and also to delegate all or any of the above powers to the committee of the Directors or the Whole-time Director or any other officers of the Company for giving effect to the above resolution”.

10. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force as amended from time to time), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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 14.08.2014

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. Additional information pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchange, of persons seeking appointment / re-appointment as Directors are furnished and forms part of Notice.
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. 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. 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.
4. The Register of Members and Share Transfer Book will remain closed from Wednesday, 24th September, 2014 to Monday, 29th September, 2014 (both days inclusive).
5. Members/ proxies are requested to bring their copies of Annual Report along with the duly-filled Attendance Slips sent herewith to attend the meeting.
6. 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.
7. 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.

8. Shareholders who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof to the Company's RTA. Shareholders, whose shareholding is in electronic format, are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective depository participants.
9. The Register of Director's shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the members at the AGM.
10. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/DP, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. Members may also note that the Notice of the 18th AGM and the Annual Report 2013-14 will be available on the website of the Company www.prakashconstro.com and website of CDSL www.cdslindia.com. Members who require communication in physical form in addition to e-communication, may write to us at :compliance@prakashconstro.com.
12. 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 for receiving all communication including Annual Report, Notices, Circulars etc. electronically.

13. Voting through electronic means:

In compliance with Clause 35B of the Listing Agreement, 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.

A. The instructions for e-voting are as under:

In case of members receiving e-mail:

- a) Log on to the e-voting website www.evotingindia.com
- b) Click on "Shareholders" tab.
- c) Now, select the Electronic Voting Sequence Number – "EVS" 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 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:

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 o'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.

- 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. 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 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. a) to sr. no. t) above to cast vote.
- b) The voting period begins on Monday, 22 September, 2014 at 9.00 a.m. and ends on Wednesday, 24 September, 2014 at 6.00 p.m. 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, 29 August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com



- B. 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 (record date) of Friday, 29 August, 2014.
- C. Mr. Dharmesh Zaveri, (Membership No. FCS- 5148) and 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.
- D. The Scrutinizer shall, within a period not exceeding three (3) working 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 favour or against, if any, forthwith to the Chairman of the Company.
- E. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolution through a compilation of e-Voting results and voting held at the AGM.
- F. The results shall be declared on or after the Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.prakashconstro.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to NSE and BSE Limited, where shares of the Company are listed.

By order of Board of Directors
For PRAKASH CONSTROWELL LIMITED

Place: Nashik
Date: 14.08.2014

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 Nos. 4 to 10 of the accompanying Notice:

Item No. 4

The Company has appointed Mr. Trichur Krishnan as Managing Director for a period of five years effective from 1.01.2011. As per the terms of appointment of Mr. Trichur Krishnan, he is not subject to retire by rotation.

Pursuant to the provisions of section 149 of the Act, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation and also as per section 152 of the Act, Independent Directors are required to be excluded while computing the number of directors to retire by rotation. Accordingly, in order to give effect to the applicable provisions of sections 152 of the Act read with applicable Rules, the Nomination and Remuneration Committee has recommended for modification of the terms of appointment of all executive directors from non-rotational to rotational.

Mr. Trichur Krishnan is Managing Director of the Company. He joined the Board of Directors in 2005. As he is above the age of 70 years, your approval for his continuation of appointment as Managing Director is required by way of Special Resolution as provided in Section 196 of Companies Act, 2013. He has experience of four decades in this line of business. He handles day to day working of company and takes care of tendering and administrative matters. Board recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Trichur Krishnan is concerned or interested in the resolution.

Item No. 5

Shri Ramniwas Rathi was appointed as an Additional Director by the Board of Directors on 28th April, 2014 under Article 52 of the Articles of Association of the Company and under Section 260 of the Companies Act, 1956 (corresponding to Section 161 (1) of the Companies Act, 2013). He is presently an Independent Director on the Board as per the current provisions of the Listing Agreement. He will hold office up to the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Ramniwas Rathi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member of the Company along with requisite deposit, signifying his intention to propose Shri



Ramniwas Rathi as a candidate for the office of the Independent Director of the Company.

In the opinion of the Board, Shri Ramniwas Rathi fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management of the Company. Having regard to his qualifications, knowledge and experience his appointment as an Independent Director will be in the interest of the Company. Copy of the draft letter for appointment of Shri Ramniwas Rathi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board recommends his appointment as an Independent Director in the interest of the Company, to utilize his expertise.

None of the Directors, Key Managerial Personnel and/or their relatives, except Shri Ramniwas Rathi is concerned or interested in the resolution.

Item Nos. 6 and 7:

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Jayant Vishnu Phalke and Mr. Prashant Prabhakar Gadkari, as Independent Directors, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as 'the Rules') (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. As on the date of this Report, Mr. Jayant Vishnu Phalke and Mr. Prashant Prabhakar Gadkari are Independent Directors as per Clause 49 of the Listing Agreement and were appointed under the Companies Act, 1956 as Directors liable to retire by rotation.

As per the provisions of sections 149 and 152 of the Act read with applicable Rules, the independent directors of the Company shall hold office for a term of 5 year on the Board of the Company and shall be eligible for reappointment on passing a special resolution by the members of the Company and not liable to retire by rotation.

In order to give effect to the applicable provisions of sections 149 and 152 of the Act, the Nomination and Remuneration Committee has recommended the appointment of Mr. Jayant Vishnu Phalke and Mr. Prashant Prabhakar Gadkari as Independent Directors, for a term of 5 year.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the applicable provisions of Section 149 of the Act and under Clause 49 of the Listing Agreement with Stock Exchanges. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Brief resume of all the above Directors, nature of their expertise in specific functional areas and name of companies in which they hold Directorships of Board and Memberships / Chairmanships of Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges are provided in the Corporate Governance Report and as a part of this Notice.

The Board of Directors of your Company recommends the Resolution as set out in Item Nos. 5 and 6 of the accompanying Notice for the approval of members of the Company as Ordinary Resolution.

Mr. Jayant Vishnu Phalke and Mr. Prashant Prabhakar Gadkari are interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice with regards to their respective appointments and the relatives of the above directors may be deemed to be interested in the resolutions respectively, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 8 & 9:

On implementation of the Companies Act, 2013, section 180(1)(c) and 180(1)(a) of the Act were made effective from 12th September, 2013, which provide for approval by the members by way of Special Resolutions as against Ordinary Resolutions under the Companies Act, 1956.

Also, based on the clarification thereof issued by the Government of India, the Ministry of Corporate Affairs vide General Circular No.: 04/2014 dated 25th March, 2014, Companies would be required to pass a fresh Resolution within a period of one year from the date of notification of section 180 of the Companies Act, 2013. As such, it is necessary to obtain fresh approval of the members by means of Special Resolutions, to enable the Board of Directors of the Company to: a) borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free



reserves of the Company; and b) create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the Banks/Financial Institutions, other investing agencies/ trustees, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The Company is in the process of implementation of project of development of residential / commercial premises. The increasing business operations and future growth plans of the Company would necessitate borrowing monies which are required to be secured by suitable mortgage or charge on all of the movable and / or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The creation of mortgage and/or charge by the Company of its movable and / or immovable properties and or the whole / part of the undertaking by the Board of Directors requires the approval of the shareholders under Section 180(1)(a) of the Companies Act, 2013. Hence, it is necessary to obtain the approval for the same from the Shareholders by passing ordinary resolution.

The Board of Directors of your Company recommends the Resolutions as set out in Item Nos. 8 and 9 of the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors; Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item 10:

The existing Articles of Association ("AoA") of the Company are in conformity with the provisions of the Companies Act, 1956 and Rules framed there under and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

The Ministry of Corporate Affairs, Government of India, had notified the majority of the provisions of the Companies Act, 2013 and has framed the Rules. Consequently, the Articles are being altered in order to comply with provisions of Companies Act, 2013 (Act) and the Rules framed there under.

In view of the above, it is considered prudent to substitute the existing Articles by a new set of Articles. The proposed Articles are based on Table 'F' of Schedule-I of the Act which provides the model Article of Association for a Company Limited by Shares.

Member's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- d) new provisions relating to appointment of Chief Executive Officer and Chief Financial Officer, in addition to Manager and Company Secretary;
- e) existing articles have been streamlined and aligned with the Act;
- f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.
- h) to align new provisions relating to appointment of Key Managerial Personnel (KMP) including Chief Executive Officer, Chief Financial Officer, in addition to Manager and Company Secretary.

The Board of Directors of your Company recommends the Resolution as set out in Item Nos. 10 of the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors; Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

By order of Board of Directors
For PRAKASH CONSTROWELL LIMITED

Place: Nashik
Date: 14.08.2014

Sd/-
Madhura Ubale
Company Secretary

