ASHOKA

Ashoka Buildcon Limited

To
The Manager
The Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P. J. Towers,
Dalal Street, Mumbai – 400 001

Scrip Code : 533271

To
The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Scrip Symbol : ASHOKA

May 8, 2015

Dear Sir,

Sub: Postal Ballot Notice

Further to intimation of Postal Ballot submitted to Exchange on 14th April 2015, Notice of Postal Ballot dated 14th April 2015 has been attached herewith.

Please take the same on your records.

Yours Sincerely,

For Ashoka Buildcon Limited

Ashoka Buildcon Ltd. Nashik

(Manoj A Kulkarni)
Company Secretary & Compliance Officer

FCS-7377
Flat No. 3, Dattakripa Apartment, Kathe Galli, Dwarka, Nashik – 422 011

Encl. : As above

ASHOKA BUILDCON LIMITED

Regd. Office: S. No. 861, ASHOKA HOUSE, ASHOKA MARG, WADALA, NASHIK – 422 011
Tel.: 91 253 3011705; Fax: 91 253 2236704; E-Mail: investors@ashokabuildcon.com
Website: www.ashokabuildcon.com CIN: L45200MH1993PLC071970

Postal Ballot Form
(To be returned to Scrutinizer appointed by the Company)

Sr. No.:

1. Name and Registered Address of the Sole/ First Holder (In block letters) :

2. Name(s) of the Joint Holders (if any) :

3. Registered Folio No. / DPID No. / Client ID No.* (*Applicable to investors Holding shares in demat Form) :

4. No. of Equity Shares held :

5. I/We hereby exercise my/our vote in respect of resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated **April 14, 2015** by conveying my/our assent or dissent to the said resolution by placing the (√) mark at the appropriate box below.

Description	No. of Share(s)	I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution for approval of Related Party Transactions under section 188 of the Companies Act, 2013.			
Ordinary Resolution for appointment of Ms. Sunanda Dandekar as Independent Director of the Company.			
Special Resolution for Creation of Mortgage / Pledge/ Charge on the Assets of the Company.			
Ordinary Resolution ratifying the appointment of and remuneration payable to the Cost Auditor			

Place:

Date:

Signature of the Shareholder(s)

Electronic Voting Particulars

EVSN (Electronic Voting Sequence No)	User ID	Password
150505002		

Note:

(i) Kindly read the instructions printed overleaf before exercising the vote through this form or e-voting.
(ii) Last date for receipt of Postal Ballot Forms by Scrutinizer: Wednesday, June 10, 2015 upto 5.00 p.m.
(iii) Postal ballot forms received after that date will be treated as if the reply from such Member(s) has not been received.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.

2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.

3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member

4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Wednesday, June 10, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received

5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).

6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.

7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 5.00 p.m. on Wednesday, June 10, 2015.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, May 01, 2015.

9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

12. The result of the Postal Ballot will be displayed on the website of the Company: **www.ashokabuildcon.com** and also published in the newspaper(s) for the information of the Members.

The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

ASHOKA BUILDCON LIMITED
Regd. Office: S. No. 861, Ashoka House, Ashoka Marg, Nashik – 422 011, Maharashtra
Tel.: 0253-3011705; Fax: 0253-2236704; E-Mail: investors@ashokabuildcon.com
Website: www.ashokabuildcon.com; CIN: L45200MH1993PLC071970

Notice of Postal Ballot

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 re-enactment thereof for the time being in force, that the Company is seeking consent / approval of the Members of the Company, to pass the proposed resolutions as set out below, by means of Postal Ballot:

The Explanatory Statement pursuant to Section 102 of the Act setting out the 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 has, in compliance with Rule 22(5) of the Companies Rules, appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

Pursuant to Clause 35B of the Equity Listing 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 voting vide 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 shall only be considered by the Scrutinizer.

The e-voting facility is available at the link: https://www.evotingindia.com from 9.30 a.m. onwards on May 11, 2015 till June 10, 2015 upto 5.00 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 and signed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e., 5.00 p.m. on 10th June, 2015, failing which it will be treated as if no reply has been received from the concerned Member(s).

The Scrutinizer will submit his report to the Company after the completion of the scrutiny on 11th June, 2015. The results of the Postal Ballot will be declared on or before 12th June, 2015, at the Registered Office of the Company and will be displayed along with the Scrutinizer's report at the

Registered office and on the website of the Company (www.ashokabuildcon.com) besides being communicated to BSE and NSE. 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.

Items of Special business requiring consent of Members by Postal Ballot

Item No. 1. Transactions with Related Parties under Section 188 of the Companies Act, 2013

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a Special Resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to approve all the contracts and/or arrangements entered into/proposed to be entered into by the Company from time to time with the related parties as defined under the Companies Act, 2013 for a period of 5 (Five) years with effect from April 1, 2015, up to the maximum amount annually as given below:

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) W.E.F., APRIL 1, 2015 (RS. IN CRORE)

	Transactions as defined u/s 188 of the Companies Act, 2013			
Sr. No.	**Name/Category of the Related Parties**	**Sale, Purchase or supply of any goods, or materials**	**Leasing of Property of any kind**	**Availing or rendering any services, appointment of any agent for purchase, or sale of any goods, materials, services, property,**
1	**Wholly Owned Subsidiaries**			
	Ashoka Infraways Limited	10.00	Nil	50.00
	Ashoka Technologies Pvt. Ltd.	5.00	Nil	Nil
	Viva Highways Limited	Nil	Nil	50.00
2	**Other Subsidiaries & Associates**			
	Ashoka Pre-Con Pvt. Ltd.	10.00	Nil	5.00

	Ashoka Concessions Limited	Nil	0.12	30.00
	Ashoka Education Foundation (Trust)	Nil	0.10	Nil
	Ashoka Highways (Bhandara) Limited			40.00
	Ashoka Highways (Durg) Limited			40.00
	Ashoka Belgaum Dharwad Tollway Limited			30.00
	Ashoka Sambalpur Baragarh Tollway Limited			100.00
	Ashoka Dhankuni Kharagpur Tollway Limited			250.00
	Jaora-Nayagaon Toll Road Company Private Limited			50.00
	GVR Ashoka Chennai ORR Limited			400.00
	Ashoka GVR Mudhol Nipani Roads Limited			160.00
	Abhijit Ashoka Infrastructure Private Limited			10.00
	Ashoka High Way Ad.			1.00
	Ashoka Township			50.00
3	**Directors and their relatives**			
	Asha Katariya	Nil	0.15	Nil
	Astha Kataria	Nil	0.04	Nil
	Ashish Kataria	Nil	0.15	Nil
	Shweta Katariya	Nil	0.03	Nil
	Satish Parakh (HUF)	Nil	0.10	Nil
4	**Company in which Directors is interested**			
	Hotel Evening Inn Private Limited	Nil	0.05	Nil

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to give effect to the above mentioned resolutions and to do all such acts, deeds, matters and things as may be necessary in its absolute discretion deem necessary, proper or expedient, to finalize any documents and writings related thereto, to give effect to the above mentioned related party transactions."

Item No. 2. To appoint Ms. Sunanda Dandekar (DIN: 07144108) as an Independent Director

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), and the applicable provisions of the Listing Agreement, Ms. Sunanda Dandekar (DIN: 07144108), who has been appointed as an Additional Director of the Company on March 30, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation from the date of declaration of the result of the postal ballot upto to 29th March, 2020."

Item No. 3. To ratify the appointment of and remuneration to the Cost Auditor

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the approval of the shareholders be and is hereby accorded to the appointment of M/s. CY & Associates, Cost Accountants, Nashik and to the payment of remuneration of Rs. 5,00,000 (Rupees Five Lac Only) plus service tax and the reimbursement of the actual out of pocket expenses, if any, as may be incurred by M/s. CY & Associates, Cost Accountants, Nashik, for conducting the audit of the cost records of the Company of the financial year 2014-15.

Date : April 14, 2015
Place : Mumbai

For Ashoka Buildcon Limited

Satish Parakh
(Managing Director)
DIN 00112324

ANNEXURE TO THE NOTICE

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No. 1 - Transactions with Related Parties under Section 188 of the Companies Act, 2013

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe the requirements for obtaining approval of the Members of the Company towards the related party transactions viz.

Sale, purchase or supply of any goods or materials directly or through Appointment of any agent	Exceeding 10% of Annual Turnover on the basis of the Audited Financial Statement of the preceding financial year OR Rs.100 Crs., whichever is Lower.
Selling or otherwise disposing of, or buying, property of any kind directly or through Appointment of any agent	Exceeding 10% of Net Worth on the basis of the Audited Financial Statement of the preceding financial year OR Rs.100 Crs., whichever is Lower.
Leasing of property of any kind	Exceeding 10% of Annual Turnover OR Exceeding 10% of Net worth on the basis of the Audited Financial Statement of the preceding financial year OR Rs.100 Crs., whichever is Lower.
Availing or rendering of any services directly or through Appointment of agent	Exceeding 10 % of Turnover of company on the basis of the Audited Financial Statement of the preceding financial year OR Rs.50 Crs., whichever is lower
Related party's Appointment to any office or place of profit in the Company, its subsidiary Company or associate Company	Monthly remuneration exceeding Rs.2.5 Lacs.
Remuneration for underwriting the subscription of any securities or derivatives	Exceeding 1% of Net worth on the basis of the Audited Financial Statement of the preceding financial year.

The revised Clause 49 of the Listing Agreement which has come into effect from October 1, 2014 has also prescribed seeking of shareholders' approval for material related party transactions viz. transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 5 (five) percent of the annual turnover or 20 (twenty) percent of the net worth of the company as per the last audited financial statements of the company, whichever is higher.

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) W.E.F., APRIL 1, 2015 (RS. IN CRORE)

	Transactions as defined u/s 188 of the Companies Act, 2013			
Sr. No.	**Name/Category of the Related Parties**	**Sale, Purchase or supply of any goods, or materials**	**Leasing of Property of any kind**	**Availing or rendering any services, appointment of any agent for purchase, or sale of any goods,**

				materials, services, property,
1	**Wholly Owned Subsidiaries**			
	Ashoka Infraways Limited	10.00	Nil	50.00
	Ashoka Technologies Pvt. Ltd.	5.00	Nil	Nil
	Viva Highways Limited	Nil	Nil	50.00
2	**Other Subsidiaries & Associates**			
	Ashoka Pre-Con Pvt. Ltd.	10.00	Nil	5.00
	Ashoka Concessions Limited	Nil	0.12	30.00
	Ashoka Education Foundation (Trust)	Nil	0.10	Nil
	Ashoka Highways (Bhandara) Limited			40.00
	Ashoka Highways (Durg) Limited			40.00
	Ashoka Belgaum Dharwad Tollway Limited			30.00
	Ashoka Sambalpur Baragarh Tollway Limited			100.00
	Ashoka Dhankuni Kharagpur Tollway Limited			250.00
	Jaora-Nayagaon Toll Road Company Private Limited			50.00
	GVR Ashoka Chennai ORR Limited			400.00
	Ashoka GVR Mudhol Nipani Roads Limited			160.00
	Abhijit Ashoka Infrastructure Private Limited			10.00
	Ashoka High Way Ad.			1.00
	Ashoka Township			50.00
3	**Directors and their relatives**			
	Asha Katariya	Nil	0.15	Nil
	Astha Kataria	Nil	0.04	Nil
	Ashish Kataria	Nil	0.15	Nil
	Shweta Katariya	Nil	0.03	Nil
	Satish Parakh (HUF)	Nil	0.10	Nil
4	**Company in which**			

	Directors is interested Hotel Evening Inn Private Limited	Nil	0.05	Nil

	Detail of Shareholding of Promoters/Directors and Key Managerial Personnel holding not less than 2% of Paid-Up Share Capital		
	Company in which Directors is interested	**Mr. Ashok Katariya**	**Mr. Satish Parakh**
	Hotel Evening Inn Private Limited	9.02 %	9.52 %

The above contracts / arrangements / transactions have been approved by the Audit Committee at its meeting held on January 30, 2015. The Board of Directors have proposed to obtain approval of shareholders in this regard as a matter of abundant precaution and as a matter of good corporate governance even though these transactions are in the ordinary course of the business of the Company, and are lesser than the maximum ceiling prescribed under the Rules/ Listing Agreement, as highlighted above, considering the Company is also subject to transfer pricing norms prevalent in the Country.

All prescribed disclosures as required pursuant to Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014, are given here-in-below for the kind perusal of members:-

(a) Name of the Related Party: As mentioned above in the Resolution no. 1 of the Notice.

(b) Nature, material terms, monetary value and particulars of the contract or arrangement:

• Leasing of Property of any kind

This Constitutes the leasing of properties from/to the related parties upto the limits as provided in the Table pursuant to Resolution No. 1. The maximum value of transaction as mentioned in the aforementioned table is for each financial year.

• Availing or rendering any services, Appointment of any agent for purchase or sale of goods, materials, services or property from Directors /KMPs / Relatives of Directors and KMPs / others firms and companies in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013.

This constitutes the availing or rendering services for renting of immovable properties from/ to the related parties and other kind of services from/to the related parties as provided in the Table pursuant to Resolution no. 1. The maximum value of transaction as mentioned in the aforementioned table is for each financial year.

(c) Related parties and their Relationship:
Companies:
Wholly Owned Subsidiary Companies:

Viva Highways Limited
Ashoka Infraways Limited
Ashoka Technologies Private Limited

Subsidiary Companies:

Ashoka Pre-Con Private Limited
Ashoka Concessions Limited
Ashoka GVR Mudhol Nipani Roads Limited

Step-down Subsidiary Companies:

Ashoka Highways (Bhandara) Limited
Ashoka Highways (Durg) Limited

Associate Companies:

Ashoka Belgaum Dharwad Tollway Limited
Ashoka Sambalpur Baragarh Tollway Limited
Ashoka Dhankuni Kharagpur Tollway Limited
Jaora-Nayagaon Toll Road Company Private Limited
Abhijeet Ashoka Infrastructure Private Limited

Partnership Firm – Association of Persons

Ashoka Highway Ad. (Partnership Firm – Company's share in 99.99%)
Ashoka Township – (An AOP the Members of which are private limited Companies in which Directors are interested)

Trust:

Ashoka Education Foundation (Trust) which has been formed on March 15, 2002 and Registered under the Societies Registration Act, 1860 and The Bombay Public Trust Act, 1950. The Company receives rent of Rs 3,00,000 (Rs. Three Lac only) per annum from the Trust since last 5 years, towards the premises of the Company occupied on lease basis.

Directors and their Relatives

Mr. Ashok Katariya
Mr. Satish Parakh
Mrs. Asha Katariya (Relative of Director)
Mr. Ashish Kataria (Relative of Director)
Mrs. Astha Kataria (Relative of Director)
Ms. Shweta Katariya (Relative of Director)
M/s Satish Parakh – HUF (Relative of Director)

Key Management Personnel and their Relatives

N. A.

Company in which Directors is interested:

Hotel Evening Inn Private Limited

(d) Any advance paid or received for the contract or arrangement, if any:

Nil

(e) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:

All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis and/or at the Prevailing Market rates. Further, the Company is also subject to transfer pricing norms prevalent in the country.

(f) Whether all factors relevant to the contract have considered, if not the details of factors not considered with the rationale for not considering those factors:
All the factors have been considered.

(g) Any other information relevant or important for the Board to take a decision on the proposed transactions:
The Board of Directors of your Company has approved this item in the Board Meeting held on January 30, 2015 and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

The Board of Directors have proposed to obtain approval of shareholders in this regard as a matter of abundant precaution and as a matter of good corporate governance even though these transactions are in the ordinary course of the business of the Company, and are lesser than the maximum ceiling prescribed under the Rules/ Listing Agreement, as highlighted above, considering the Company is also subject to transfer pricing norms prevalent in the Country.

Members are hereby informed that pursuant to second proviso of Section 188 of the Companies Act, 2013, no member of the Company shall vote on special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party in the context of the proposed contract for which the Special Resolution is being proposed.

All the material documents referred to in the accompanying Notice shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days from 10:00 a.m. to 12:00 noon from the date of dispatch of notice till 10th June, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding and interest in the particular contract/arrangement as mentioned in Resolution No 1. to the Notice.

Item No. 2. **To appoint Ms. Sunanda Dandekar (DIN: 07144108) as an Independent Director**

Ms. Sunanda Dandekar is a Non-Executive (Independent) Director of the Company. She has been appointed as an Additional Director on March 30, 2015, by the Board of Directors of the Company. She is a qualified Chartered Accountant having an overall experience of approx. more than 20 years in the areas of Fund raising, Financial Planning, Compliance and system implementation.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Sunanda Dandekar being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years upto March 29, 2020.

A Notice has been received from a member along with the required deposit, proposing Ms. Sunanda Dandekar as a candidate for the office of Independent Director of the Company, in terms of Section 160 of the Companies Act, 2013.

Ms. Dandekar has submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that she meets the criteria of independence as provided in sub-section (6). Further, she is not disqualified from being appointed as a Director in terms of section 164 of the Act and She is independent of the Management.

In the opinion of the Board, Ms. Dandekar fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company. .

The Board recommends passing of the resolution at **Item No. 2** of the Notice as an Ordinary Resolution.

Except Ms. Sunanda Dandekar, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in any manner, financially or otherwise, in passing the resolution set out at Item No. 2.

All the material documents referred to in the accompanying Notice shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days from 10:00 a.m. to 12:00 noon from the date of dispatch of notice till 10th June, 2015.

Information / disclosure required to be furnished under Clause 49 IV (G) of the Listing Agreement about Ms. Dandekar is given below:

	Name	**Ms. Sunanda Dandekar**
1.	Date of Birth	14-01-1967
2.	Profession	Service
3.	Educational Qualifications	B.Com., Chartered Accountant
4.	Expertise in Specific Functional Areas	Fund raising, Financial Planning, Reporting Compliance and system implementation
5.	Category of Director	Independent
6.	No. of Shares held	Nil
7.	Directorship /(s) held in other Public Limited company / ies	Nil
8.	Chairman / Member of the Committee of other public Companies (including Audit and Shareholders / Investors Grievance Committee	Nil

Item No. 3 – To ratify the remuneration payable to the Cost Auditor

On the recommendation of the Audit Committee, the Board of Directors have appointed M/s. CY Associates, Cost Accountant, Nashik, as the Cost Auditor pursuant to Section 148 of Companies Act, 2013 to conduct the audit of the cost records of the Company for the financial year 2014-15 in respect of RMC & related products manufactured and infrastructure services provided by the Company and have fixed a remuneration of Rs. 5,00,000/- (Rupees Five lacs only) plus service tax and reimbursement of actual out of pocket expenses, if any, as may be incurred by the Cost Auditor.

The resolution seeks the ratification of the appointment of and the remuneration payable to the cost auditor in terms of Rule 14 (a) of Companies (Audit and Auditors) Rules, 2014 as approved by the Board of Directors of the Company at its meeting held on September 30, 2014.

The Board recommends the resolution at Item No. 3 for approval by the members as an ordinary resolution.

All the material documents referred to in the accompanying Notice shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days from 10:00 a.m. to 12:00 noon from the date of dispatch of notice till 10th June, 2015.

None of the Directors or Key Managerial Personnel of the company or their relatives is concerned or interested, financially or otherwise, in the resolution either financially or otherwise, except to the extent of their shareholding in the said Special Resolution.

NOTES:

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out material facts and reasons for the proposed Special Businesses is annexed hereto.

2. The Board of Directors of the Company has appointed Mr. S. Anantha Rama Subramanian, Practicing Company Secretary, FCS: 4443, as Scrutinizer for the purpose of Postal Ballot exercise.

3. The Notice of the Postal Ballot alongwith the Postal Ballot Form with the self-addressed Business Reply Envelope is enclosed for use of the Member. The same will be sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on Friday, May 1, 2015. The Members who have registered their e-mail IDs for receipt of documents in electronic mode will be sent by e-mail. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on May 1, 2015,

4. Members can also download the Postal Ballot Form from the link https://www.evotingindia.com or www.ashokabuildcon.com or seek duplicate Postal Ballot Form from M/s. Link Intime (India) Private Limited, Registrar & Transfer Agents, C-13, Pannalal Silk Mill Compound, LBS Marg, Bhandup (West), Mumbai - 400 078.

5. The results of the Postal Ballot shall be declared by the Chairman, or in his absence by the Company Secretary, or any other person so authorised by the Chairman on 12th June, 2015 at 5.00 p.m. at the Registered office of the Company at Ashoka House, Ashoka Marg, Nashik – 422 011, Maharashtra, India, and the resolution will be taken as passed effective on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution. Members who wish to be present at the venue of at the time of declaration of the result are welcome to do so. The results of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on website of the company www.ashokabuildcon.com.

6. Any query/grievance may please be addressed to Mr. Manoj Kulkarni, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: **investors@ashokabuildcon.com** or **Tel.: 0253-3011705 or** Facsimile: **0253-2236704.**

7. A copy of each of the documents referred to in the accompanying Explanatory Statement is open

for inspection at the Registered Office of the Company on all working days except Saturdays, between 11.00 a.m. to 1.00 p.m. upto the date of declaration of the Postal Ballot Results.

8. Members are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

a) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b) The shareholders should log on to the e-voting website www.evotingindia.com.

c) Click on Shareholders.

d) Now Enter your User ID

1. For CDSL: 16 digits beneficiary ID,
2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
3. Members holding shares in Physical Form should enter Folio Number registered with the Company.

e) Next enter the Image Verification as displayed and Click on Login.

f) 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.

g) 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) • 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 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 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. 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

h) After entering these details appropriately, click on "SUBMIT" tab.

i) 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.

j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

k) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

l) 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.

m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

n) 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.

o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

r) 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 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.

s) 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.

b) In case of members receiving the physical copy:

c) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

The voting period begins on 11th May, 2015 (9.30 a.m.) and ends on 10th June, 2015 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on date 1st May, 2015, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(d) 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.

a. Mr. S. Anantha Rama Subramanian, FCS, Practicing Company Secretary (CP No.1925) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.

b. 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 who are 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.

c. The Results shall be declared on or before 12th June, 2015. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.