ASHOKA

Ashoka Buildcon Limited

March23, 2016

To The General Manager **BSE Limited** Dept. of Corporate Services PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To The Managing Director **National Stock Exchange of India Limited** Corporate Communication Department Exchange Plaza, BandraKurla Complex Bandra (E), Mumbai – 400 051

Dear Sir / Madam,

Sub.: Declaration of Result of the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)

Ref.: Scrip Code: 533271 ;Symbol: ASHOKA

The Board of Directors had sought the approval of the Shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the following proposals, appended below, to be passed as Special / Ordinary Resolution(s) by way of Postal Ballot:

1. To increase the borrowing powers of the Company;
2. To Create and/or Modify Mortgage, Charge or Encumbrance on the assets of the Company;
3. To approve the continuation of the appointment of Mrs. AsthaKataria, a Relative of Director to the office or place of profit;
4. To approve the continuation of the appointment of Mr. Aditya Parakh, a Relative of Director to the office or place of profit;
5. To revise the remuneration payable to Mr. Ashok Katariya (DIN: 00112240), Chairman of the Company;
6. To revise the remuneration payable to Mr. Satish Parakh (DIN: 00112324), Managing Director of the Company;
7. To revise the remuneration payable to Mr. Sanjay Londhe (DIN: 00112604), Whole-time Director of the Company; and
8. To revise the remuneration payable to Mr. Milapraj Bhansali (DIN: 00181897), Whole-time Director of the Company.

Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, was appointed as the Scrutinizer for conducting the Postal Ballot Process and has submitted his report dated March 23, 2016. A copy of the aforesaid report is enclosed for your record.

Ashoka Buildcon Ltd. Nashik

ASHOKA

In terms of Regulation 44 of LODR, we give below the detail of the Resolutions passed by the Shareholders through Postal Ballot:

Sr. No.	Detail of Agenda	Resolution Required (Ordinary/ Special)	Mode of Voting (show of hands /Poll/Postal Ballot/E-Voting)	Remarks
1.	Special Resolution for Increasing the borrowing powers of the Company	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
2.	Special Resolution for creation and/or modification of mortgage, charge or encumbrance on the assets of the Company	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
3.	Special Resolution toapprove continuation of the appointment of Mrs. AsthaKataria, a relative of the Director, to the office or place of profit	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
4.	Special Resolution toapprove continuation of the appointment of Mr. Aditya Parakh, a relative of the Director, to the office or place of profit	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
5.	Ordinary resolution to revise the remuneration payable to Mr. Ashok Katariya (DIN:00112240), Chairman of the Company	Ordinary Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
6.	Ordinary resolution to revise the remuneration payable to Mr. Satish Parakh (DIN:00112324), Managing Director of the Company	Ordinary Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
7.	Ordinary resolution to	Ordinary	Postal Ballot / E-	The Resolution

Ashoka Buildcon Ltd. Nashik

	revise the remuneration payable to Mr. Sanjay Londhe (DIN:00112604), Chairman of the Company	Resolution	voting	was passed with requisite Majority
8.	Ordinary resolution to revise the remuneration payable to Mr. Milapraj Bhansali (DIN:00181897), Chairman of the Company	Ordinary Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority

Thanking You,
Yours faithfully
For ASHOKA BUILDCON LIMITED

Ashoka Buildcon Ltd. Nashik

(Manoj Kulkarni)
Company Secretary
Membership No. FCS – 7377
3, Dattakripa Apt., KatheGalli, Nasik - 422 011

Encl.: As above

S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Ashoka Buildcon Limited
S No. 861, Ashoka House
Ashoka Marg, Vadala
Nashik - 422001

Dear Sir,

Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of Ashoka Buildcon Limited (the 'Company')

I, S. Anantha Rama Subramanian, proprietor of M/s. S. Anantha & Co., Practising Company Secretary (FCS: 4443; CP: 1925) appointed as the Scrutinizer by the Company for the purpose of Postal Ballot carried out as per section 110 of Companies Act 2013 read with Rule 22 of the Companies Act (Management and Administration) Rules, 2014 on the resolutions as mentioned in the notice of postal ballot dated 22nd January, 2016 submit my report as under:

1. The dispatch of Notice dated 22nd January, 2016 was completed on 20th February, 2016.

2. The e-voting period commenced on Monday, 22nd February, 2016 (9.30 a.m. IST) and ended on Tuesday, 22nd March, 2016 (5.00 p.m. IST).

3. The last date of receipt of Postal Ballot Form was Tuesday, 22nd March, 2016 (5.00 p.m. IST).

4. The Shareholders holding the shares as on the "cut-off" date i.e. Friday, February 12, 2016 were entitled to vote on the proposed resolutions.

5. 152 Postal Ballot Forms were received and 163 shareholders cast the vote on e-voting platform.

...2

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

6. With the support and Registrar and Transfer Agent (RTA) of the Company, the Postal Ballot Form were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories.

7. The votes cast by the Shareholders both through Postal Ballot Form and e voting have been indentified and in terms of postal Ballot notice, votes cast through Postal Ballot Form were treated as invalid.

8. At the end of voting period on Tuesday, 22nd March, 2016 (5.00 p.m. IST), I collected all the Postal Ballot Forms received from the Shareholders. As a scrutinizer the Report of Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

Item No.1: To increase the borrowing powers of the Company

"RESOLVED THAT in supersession of the resolution dated October 1, 2014 passed by the Members of the Company and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the Company subject to approval , if any, of the Central Government, the Reserve Bank of India, Foreign Exchange Management Act, 1999 including Rules and Regulations framed there under, (including any statutory modification thereof and circulars, notifications, clarifications, rules passed there under from time to time) or any other regulatory bodies or authorities or quasi – judicial bodies, the Board of Directors (hereinafter referred to as the " Board" which term shall be deemed to include any Committee which the board may constitute for this purpose), be and is hereby authorized to borrow monies by way of loans/debentures/bonds/deposits or such securities/instruments (whether secured or unsecured rated or unrated, listed or unlisted) from time to time, for the purpose of the business of the Company and to meet the expansion and/or operational plans and other requirements of the Company from time to time, the credit facilities and/or any sum or sums of money at its discretion either from the Company's Bank(s) or any other Bank(s), Indian and foreign Financial Institution(s) and/or any other Lending Institution(s) or firms, bodies corporate, person(s) from time to time, on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in aggregate Rs. 10,000 Crores (Rupees Ten Thousand Crores Only), notwithstanding that such sum(s) of money(s) and the sum(s) to be borrowed by the Company together with the money already borrowed by the Company and remaining outstanding at any time with or without security on such terms and conditions as they may think fit, shall exceed aggregate of its paid up share capital and free reserves (apart from cash credit arrangement, discounting of bills and issue of short term loans of seasonal character, temporary loans obtained from the Company's Bankers/FIs in the ordinary course of business) and remaining outstanding at any point of time provided, however, that the money or monies to be borrowed by the Company together with the money already borrowed and which shall remain outstanding at any given point of time shall not exceed Rs. 10,000 Crores (Rupees Ten Thousand Crores Only).

...3

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board or any committee thereof be and are hereby authorised to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required , with powers to settle all questions, difficulties, or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable."

Further to the scrutiny of the said forms and E-Votes, I hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provision of Section 180(1)(c), of the Companies Act, 2013:

Total number of Postal Ballot Forms / E-Votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No of Postal Ballot Forms (152) / E-Votes (163)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	275	15,29,45,754	97.451
B	Votes against the Resolution	23	40,01,334	02.549
C	**Total Valid Votes (A + B)**	**298**	**15,69,47,088**	**100.000**
D	Invalid votes (signatures not tallied and / or Vote not casted)	17	3,534	-
	Total (C + D)	**315**	**15,69,50,622**	-

Item No.2: To Create and/or Modify Mortgage, Charge or Encumbrance on the assets of the Company

"**RESOLVED THAT** in supersession of the resolution dated October 1, 2014 passed by the Members of the Company and pursuant to Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification thereof and circulars, notifications, clarifications, rules passed there under from time to time) and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose)to create and/or modify mortgage, hypothecate, pledge, manage, and/or charge any movable properties including securities issued / to be issued, and/or immovable

...4

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

properties of the Company, where ever situate, both present and future or of whole or substantially the whole of the undertaking(s),in addition to the existing mortgages/ charges/ hypothecation created by the Company, in such form and manner and with such ranking and at such a time and on such terms as the Board may determine, of the Company together with the power to take over the management of the business and concern of the Company in certain events of default in favour of any person including but not limited to banks, financial institutions, corporate bodies, trustee of debenture holders and/ or any other lending agencies or other persons (the **"Lenders"**) for the purpose of securing (i) the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/or Indian rupee currency) and /or (ii) securities (comprising fully/ partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and /or floating rates notes/ bonds or other debt instruments) which may be issued or allotted by the Company, from time to time, subject to the limits approved by the Members from time to time under Section 180 (1)(c) of the Companies Act, 2013, as the case may be , together with interest at the respective agreed rates, additional interest, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s)/ trustees, premium (if any) on redemption , all other costs, charges and expenses, including any increase as a result of devaluation /revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s) in respect of the said loan/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of Security as may be stipulated in that behalf and agreed to between the Board and the Lender(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution , the Board be and is hereby authorized to finalize and settle with the Lenders, the terms and conditions of such mortgage or charge and execute such documents/ deeds/ writings/ papers/ agreements for creation of the aforesaid mortgage and charge as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with regard to creating mortgages/ charges as aforesaid.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

...5

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Further to the scrutiny of the said forms and E-Votes, I hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provision of Section 180(1)(a), of the Companies Act, 2013:

Total number of Postal Ballot Forms / E-Votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No of Postal Ballot Forms (152) / E-Votes (163)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	279	15,29,46,182	97.450
B	Votes against the Resolution	23	40,01,534	02.550
C	**Total Valid Votes (A + B)**	**302**	**15,69,47,716**	**100.000**
D	Invalid votes (signatures not tallied and / or Vote not casted)	13	2,906	-
	Total (C + D)	**315**	**15,69,50,622**	-

Item No.3: To approve the continuation of the appointment of Mrs. Astha Kataria to the office or place of profit under Section 188 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provision of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded for the continuation of the appointment of Mrs.Astha Kataria, who is a relative of Mr. Ashok Katariya, Chairman of the Company, as Deputy General Manager - Accounts i.e., to hold an office or place of profit in the Company, with effect from April 1, 2016, at such revised remuneration and on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mrs. Astha Kataria."

"RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary and to file necessary e-Form(s) with Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof in this connection."

...6

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

S. Anantha Rama Subramanian
BBA. LLB. FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Further to the scrutiny of the said forms and E-Votes, I hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provision of Section 188(1)(f), of the Companies Act, 2013:

Total number of Postal Ballot Forms / E-Votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No of Postal Ballot Forms (152) / E-Votes (163)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	257	9,06,85,386	99.996
B	Votes against the Resolution	28	3,666	00.004
C	**Total Valid Votes (A + B)**	**285**	**9,06,89,052**	**100.000**
D	Invalid votes (signatures not tallied and / or Vote not casted)	30	6,62,61,570	-
	Total (C + D)	**315**	**15,69,50,622**	-

Item No.4: To approve the continuation of the appointment of Mr. Aditya Parakh to the office or place of profit under Section 188 of the Companies Act, 2013

"**RESOLVED THAT** pursuant to the provision of Section188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded for the continuation of the appointment of Mr. Aditya Parakh, who is a relative of Mr. Satish Parakh, Managing Director of the Company, as **Sr.Manager – Business Monitoring** i.e., to hold an office or place of profit in the Company with effect from April 1, 2016, at such revised remuneration and on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Aditya Parakh."

"**RESOLVED FURTHER THAT** any one Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary and to file necessary e-Form(s) with Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof in this connection."

...7



S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Further to the scrutiny of the said forms and E-Votes, I hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provision of Section 188(1)(f), of the Companies Act, 2013:

Total number of Postal Ballot Forms / E-Votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No of Postal Ballot Forms (152) / E-Votes (163)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	256	11,04,05,743	96.502
B	Votes against the Resolution	35	40,02,272	03.498
C	**Total Valid Votes (A + B)**	**291**	**11,44,08,015**	**100.000**
D	Invalid votes (signatures not tallied and / or Vote not casted)	24	4,25,42,607	-
	Total (C + D)	**315**	**15,69,50,622**	-

Item No.5: To Revise the remuneration payable to Mr. Ashok Katariya (DIN: 00112240), Chairman of the Company

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to the revise the remuneration payable with effect from April 1, 2016 to March 31, 2017, to Mr. Ashok M. Katariya (DIN: 00112240), Whole-time Director, designated as the Chairman of the Company, on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Ashok Katariya."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

Further to the scrutiny of the said forms and E-Votes, I hereby certify the following Results of Postal Ballot in connection with the Ordinary Resolution proposed under the provisions of Section 196, 197, 198, of the Companies Act, 2013:

...8

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Total number of Postal Ballot Forms / E-Votes considered in connection with the passing of the above mentioned Ordinary Resolution:

Sr. No.	Particulars	No of Postal Ballot Forms (152) / E-Votes (163)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	256	9,06,85,015	99.9955
B	Votes against the Resolution	30	4,067	00.0045
C	**Total Valid Votes (A + B)**	**286**	**9,06,89,082**	**100.000**
D	Invalid votes (signatures not tallied and / or Vote not casted)	29	6,62,61,540	-
	Total (C + D)	**315**	**15,69,50,622**	-

Item No.6: To Revise the remuneration payable to Mr. Satish Parakh (DIN: 00112324), Managing Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to revise the remuneration payable with effect from April 1, 2016 to March 31, 2017, to Mr. Satish Parakh (DIN: 00112324) Managing Director of the Company, on the terms and conditions as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Satish Parakh."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.

Further to the scrutiny of the said forms and E-Votes, I hereby certify the following Results of Postal Ballot in connection with the Ordinary Resolution proposed under the provisions of Section 196, 197, 198, of the Companies Act, 2013:

...9

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Total number of Postal Ballot Forms / E-Votes considered in connection with the passing of the above mentioned Ordinary Resolution:

Sr. No.	Particulars	No of Postal Ballot Forms (152) / E-Votes (163)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	262	11,44,03,693	99.996
B	Votes against the Resolution	30	4,352	00.004
C	**Total Valid Votes (A + B)**	**292**	**11,44,08,045**	**100.000**
D	Invalid votes (signatures not tallied and / or Vote not casted)	23	4,25,42,577	-
	Total (C + D)	**315**	**15,69,50,622**	-

Item No.7: To Revise the remuneration payable to Mr. Sanjay Londhe (DIN: 00112604), Whole-Time Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to revise the remuneration payable with effect from April 1, 2016 to March 31, 2017, to Mr. Sanjay Londhe (DIN: 00112604), Whole-time Director of the Company, on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Sanjay Londhe."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

Further to the scrutiny of the said forms and E-Votes, I hereby certify the following Results of Postal Ballot in connection with the Ordinary Resolution proposed under the provisions of Section 196, 197, 198, of the Companies Act, 2013:

...10

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Total number of Postal Ballot Forms / E-Votes considered in connection with the passing of the above mentioned Ordinary Resolution:

Sr. No.	Particulars	No of Postal Ballot Forms (152) / E-Votes (163)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	265	15,55,38,796	99.997
B	Votes against the Resolution	30	4,280	00.003
C	**Total Valid Votes (A + B)**	**295**	**15,55,43,076**	**100.000**
D	Invalid votes (signatures not tallied and / or Vote not casted)	20	14,07,546	-
	Total (C + D)	**315**	**15,69,50,622**	-

Item No.8: To Revise the remuneration payable to Mr. Milapraj Bhansali (DIN: 00181897), Whole-Time Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to revise the remuneration payable with effect from April 1, 2016 to March 31, 2017, to Mr. Milapraj Bhansali (DIN: 00181897) Whole-time Director of the Company, on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Milapraj Bhansali."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

Further to the scrutiny of the said forms and E-Votes, I hereby certify the following Results of Postal Ballot in connection with the Ordinary Resolution proposed under the provisions of Section 196, 197, 198, of the Companies Act, 2013:

...11

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041/42
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

Total number of Postal Ballot Forms / E-Votes considered in connection with the passing of the above mentioned Ordinary Resolution:

Sr. No.	Particulars	No of Postal Ballot Forms (152) / E-Votes (163)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	268	15,60,72,453	99.997
B	Votes against the Resolution	29	4,265	00.003
C	**Total Valid Votes (A + B)**	**297**	**15,60,76,718**	**100.000**
D	Invalid votes (signatures not tallied and / or Vote not casted)	18	8,73,904	-
	Total (C + D)	**315**	**15,69,50,622**	-

The Postal Ballot and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the Chairman considers, approves and sign the minutes and thereafter the same shall be returned to the Company.

S. ANANTHA & CO. C. P. 1925 FCS 4443 COMPANY SECRETARIES

For S. ANANTHA & Co.,
Company Secretaries

S. Anantha Rama Subramanian
Proprietor

Place: Mumbai
Date: 23rd March, 2016

Ashoka Buildcon Limited

Resolution Required : (Special) — **1 - Special Resolution for increasing the borrowing powers of the Company**

Whether promoter/ promoter group are interested in the agenda/resolution? — **NO**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	107070046	107070046	100.0000	107070046	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**107070046**	**100.0000**	**107070046**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	57639842	41694075	72.3355	37695199	3998876	90.4090	9.5910
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		385402	0.6686	385402	0	100.0000	0.0000
	Total		42079477	73.0042	**38080601**	**3998876**	**90.4968**	9.5032
Public Non Institutions	E-Voting	22438923	7781845	13.5008	7781331	514	**99.9934**	0.0066
	Poll			**0.0000**			**0.0000**	0.0000
	Postal Ballot		15720	**0.0701**	13776	1944	**87.6336**	12.3664
	Total		7797565	**34.7502**	**7795107**	**2458**	**99.9685**	0.0315
Total		**187148811**	**156947088**	**83.8622**	**152945754**	**4001334**	**97.4505**	2.5495

Ashoka Buildcon Ltd. Nashik

Ashoka Buildcon Limited

Resolution Required : (Special)

2 - Special Resolution for Creation and/or Modification of Mortgage, Charge or Encumbrance on the assets of the Company

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	107070046	107070046	100.0000	107070046	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**107070046**	**100.0000**	**107070046**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	57639842	41694075	72.3355	37695199	3998876	90.4090	9.5910
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		385402	0.6686	385402	0	100.0000	0.0000
	Total		42079477	73.0042	**38080601**	**3998876**	**90.4968**	9.5032
Public Non Institutions	E-Voting	22438923	7781845	13.5008	7781631	214	**99.9973**	0.0027
	Poll			**0.0000**			**0.0000**	0.0000
	Postal Ballot		16348	**0.0729**	13904	2444	**85.0502**	14.9498
	Total		7798193	**34.7530**	**7795535**	**2658**	**99.9659**	0.0341
Total		**187148811**	**156947716**	**83.8625**	**152946182**	**4001534**	**97.4504**	2.5496

Ashoka Buildcon Ltd. Nashik

Ashoka Buildcon Limited

3 - Special Resolution to approve the continuation of the appointment of Mrs. Astha Kataria, a Relative of Director to the office or place of profit

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	107070046	41682243	38.9299	41682243	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**41682243**	**38.9299**	**41682243**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	57639842	41694075	72.3355	41694075	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		385402	0.6686	385402	0	100.0000	0.0000
	Total		42079477	73.0042	**42079477**	**0**	**100.0000**	0.0000
Public Non Institutions	E-Voting	22438923	6911135	11.9902	6910317	818	**99.9882**	0.0118
	Poll			**0.0000**			**0.0000**	0.0000
	Postal Ballot		16197	**0.0722**	13349	2848	**82.4165**	17.5835
	Total		6927332	**30.8719**	**6923666**	**3666**	**99.9471**	0.0529
Total		**187148811**	**90689052**	**48.4583**	**90685386**	**3666**	**99.9960**	0.0040

Ashoka Buildcon Ltd. Nashik

Ashoka Buildcon Limited

4 - Special Resolution to approve the continuation of the appointment of Mr. Aditya Parakh, a Relative of Director to the office or place of profit

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	107070046	65401206	61.0826	65401206	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**65401206**	**61.0826**	**65401206**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	57639842	41694075	72.3355	37695199	3998876	90.4090	9.5910
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		385402	0.6686	385402	0	100.0000	0.0000
	Total		42079477	73.0042	**38080601**	**3998876**	**90.4968**	9.5032
Public Non Institutions	E-Voting	22438923	6911135	11.9902	6910617	518	**99.9925**	0.0075
	Poll			**0.0000**			**0.0000**	0.0000
	Postal Ballot		16197	**0.0722**	13319	2878	**82.2313**	17.7687
	Total		6927332	**30.8719**	**6923936**	**3396**	**99.9510**	0.0490
Total		**187148811**	**114408015**	**61.1321**	**110405743**	**4002272**	**96.5018**	3.4982

Ashoka Buildcon Ltd. Nashik

Ashoka Buildcon Limited

Resolution Required : (Ordinary)

5 - Ordinary Resolution to revise the remuneration payable to Mr. Ashok Katariya (DIN: 00112240), Chairman of the Company

Whether promoter/ promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	107070046	41682243	38.9299	41682243	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**41682243**	**38.9299**	**41682243**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	57639842	41694075	72.3355	41694075	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		385402	0.6686	385402	0	100.0000	0.0000
	Total		42079477	73.0042	**42079477**	**0**	**100.0000**	0.0000
Public Non Institutions	E-Voting	22438923	6911135	11.9902	6910415	720	**99.9896**	0.0104
	Poll			**0.0000**			**0.0000**	0.0000
	Postal Ballot		16227	**0.0723**	12880	3347	**79.3739**	20.6261
	Total		6927362	**30.8721**	**6923295**	**4067**	**99.9413**	0.0587
Total		**187148811**	**90689082**	**48.4583**	**90685015**	**4067**	**99.9955**	0.0045

Ashoka Buildcon Ltd. Nashik

Ashoka Buildcon Limited

6 - Ordinary Resolution to revise the remuneration payable to Mr. Satish Parakh (DIN: 00112324), Managing Director of the Company

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	107070046	65401206	61.0826	65401206	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**65401206**	**61.0826**	**65401206**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	57639842	41694075	72.3355	41694075	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		385402	0.6686	385402	0	100.0000	0.0000
	Total		42079477	73.0042	**42079477**	**0**	**100.0000**	0.0000
Public Non Institutions	E-Voting	22438923	6911135	11.9902	6910130	1005	**99.9855**	0.0145
	Poll			**0.0000**			**0.0000**	0.0000
	Postal Ballot		16227	**0.0723**	12880	3347	**79.3739**	20.6261
	Total		6927362	**30.8721**	**6923010**	**4352**	**99.9372**	0.0628
Total		**187148811**	**114408045**	**61.1321**	**114403693**	**4352**	**99.9962**	0.0038

Ashoka Buildcon Ltd. Nashik

M Mukam

Ashoka Buildcon Limited

7 - Ordinary Resolution to revise the remuneration payable to Mr. Sanjay Londhe (DIN: 00112604), Whole-time Director of the Company

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	107070046	106539375	99.5044	106539375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**106539375**	**99.5044**	**106539375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	57639842	41694075	72.3355	41694075	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		385402	0.6686	385402	0	100.0000	0.0000
	Total		42079477	73.0042	**42079477**	**0**	**100.0000**	0.0000
Public Non Institutions	E-Voting	22438923	6908027	11.9848	6907007	1020	**99.9852**	0.0148
	Poll			**0.0000**			**0.0000**	0.0000
	Postal Ballot		16197	**0.0722**	12937	3260	**79.8728**	20.1272
	Total		6924224	**30.8581**	**6919944**	**4280**	**99.9382**	0.0618
Total		**187148811**	**155543076**	**83.1120**	**155538796**	**4280**	**99.9972**	0.0028

Ashoka Buildcon Ltd. Nashik

Ashoka Buildcon Limited

8 - Ordinary Resolution to revise the remuneration payable to Mr. Milapraj Bhansali (DIN: 00181897), Whole-time Director of the Company

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	107070046	107070046	100.0000	107070046	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**107070046**	**100.0000**	**107070046**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	57639842	41694075	72.3355	41694075	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		385402	0.6686	385402	0	100.0000	0.0000
	Total		42079477	73.0042	**42079477**	**0**	**100.0000**	0.0000
Public Non Institutions	E-Voting	22438923	6911135	11.9902	6910130	1005	**99.9855**	0.0145
	Poll			**0.0000**			**0.0000**	0.0000
	Postal Ballot		16060	**0.0716**	12800	3260	**79.7011**	20.2989
	Total		6927195	**30.8713**	**6922930**	**4265**	**99.9384**	0.0616
Total		**187148811**	**156076718**	**83.3971**	**156072453**	**4265**	**99.9973**	0.0027

Ashoka Buildcon Ltd. Nashik