

01st October, 2014

To The Managing Director National Stock Exchange of India Limited Corporate Communication Department Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai – 400 051	To The General Manager BSE Limited Dept. of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
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Dear Sir / Madam,

Sub.: Declaration of Result of the Postal Ballot under Clause 35A of the Listing Agreement

Ref.: Symbol: ASHOKA; Scrip Code: 533271

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 Ordinary / Special Resolutions by way of Postal Ballot:

- i) Increase of Authorised Share Capital and Alteration of Memorandum of Association of the Company;
- ii) Offer, issue and allot Equity Shares of the Company on Preferential Allotment Basis to Qualified Institutional Buyer by way of Qualified Institutional Placement (QIP);
- iii) Increase in Borrowing Powers of the Company; and
- iv) Create Mortgage / Charge on the Assets 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 October 1, 2014. A copy of the aforesaid report is enclosed on your record.

In terms of Clause 35A of the Equity Listing Agreement, 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.	To Increase Authorised Share Capital of the Company from Rs.81.10 Crores to Rs.124.00 Crores and consequent alteration of the capital clause under the memorandum of Association of the Company pursuant to Sections 13 and 61 of the Companies Act, 2013.	Ordinary Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
2.	To offer, issue and allot Equity Shares of the Company on Preferential Allotment basis to Qualified Institutional Buyers by way of Qualified Institutional Placement (QIP) pursuant to	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority



	Section 12(5) of the Companies Act, 2013			
	ASHOKA			
3.	To increase in borrowing limits of the Company from the existing limit of Rs.3,600 Crores to Rs.5,000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
4.	To mortgage and/or create charge on the assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority

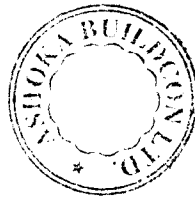
Thanking You,

Yours faithfully

For ASHOKA BUILDCON LIMITED

Manoj Kulkarni

Manoj Kulkarni
Company Secretary
Membership No. FCS - 7377



Encl.: As above



S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

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The Board of Directors
ASHOKA BUILDCON LIMITED
S. No. 861, Ashoka House
Ashoka Marg, Vadala, Nashik – 422 011

Dear Sirs / Madams,

**Sub.: Result of the Postal Ballot conducted to obtain the approval of the Shareholders of
Ashoka Buildcon Limited**

This has reference to the Postal Ballot forms/ E-votes received from the Shareholders of Ashoka Buildcon Limited (the 'Company'), in connection with the following Resolutions (One Ordinary Resolution and Three Special Resolutions), as specified in the Postal Ballot Notice dated August 12, 2014 ("the said Notice") read with the Explanatory Statement attached thereto :

**I. INCREASE OF AUTHORISED SHARE CAPITAL AND ALTERATION OF MEMORANDUM
OF ASSOCIATION OF THE COMPANY:**

"RESOLVED THAT pursuant to Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 81,10,00,000/- (Rupees Eighty One Crores Ten Lakh Only) divided into 16,22,00,000 (Sixteen Crore Twenty Two Lakh) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 124,00,00,000/- (Rupees One Hundred Twenty Four Crore only) divided into 24,80,00,000 (Twenty Four Crore Eighty Lacs) Equity Shares of Rs. 5/- (Rupees Five only) each, ranking pari passu with the existing Equity Shares by creation and addition of 8,58,00,000 (Eight Crore Fifty Eight Lacs) Equity Shares of Rs.5/- (Rupees Five only) each ranking pari-passu with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause with the following clause:

V. The Authorised Share Capital of the Company is Rs.1,240,000,000/- (Rupees One Hundred Twenty Four Crore only) divided into 24,80,00,000 (Twenty Four Crore Eighty Lacs) Equity Shares of Rs.5/- (Rupees Five only) each. The Company has power, from time to time, to increase or reduce its capital and to divide the Shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or conditions or restrictions in such manner as may, for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized 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 on behalf of the Company 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."

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Further to the scrutiny of the votes casted vide Postal Ballot Forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Ordinary Resolution proposed under the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013, viz.:

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(118)/ E-Votes (89)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	197	13,67,77,792	99.98
B	Votes against the Resolution	5	23,032	0.02
C	Total valid votes (A+B)	202	13,68,00,824	100.00
D	Invalid Votes	5	954	0.00
	TOTAL (C+D)	207	13,68,01,778	100.00

The above-mentioned Ordinary Resolution has therefore been approved by the Shareholders with the requisite majority.

2. OFFER, ISSUE AND ALLOT EQUITY SHARES OF THE COMPANY ON PREFERENTIAL ALLOTMENT BASIS TO QUALIFIED INSTITUTIONAL BUYERS BY WAY OF QUALIFIED INSTITUTIONAL PLACEMENT (QIP):

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, including any Rules made thereunder, and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (“Companies Act, 2013”), and the existing applicable provisions of the Companies Act, 1956, if any, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") (including any statutory modification or re-enactment thereof, for the time being in force) the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies (the "RoC"), the stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), and/ or any other competent authorities, and subject to any required

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approvals, consents, permissions and / or sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), the SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to, create, issue, offer and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of 5/- (Rupees Five Only) each (the "Equity Shares"), American Depository Receipts (ADRs), Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs) and/ or other financial instruments convertible into or exercisable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and / or any security convertible into Equity Shares with or without voting / special rights and/ or securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether rupee denominated or denominated in foreign currency, by way of a public offer, and / or private offerings and / or on preferential allotment basis and / or qualified institutions placement or any combination thereof or by issue of prospectus and / or placement document and/ or other permissible requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Qualified Institutional Buyers (QIBs) Indian and / or bilateral and / or multilateral financial institutions, non-resident Indians, stabilizing agents, State industrial development corporations, insurance companies, provident funds, pension funds, and / or any other categories of investors whether or not such Investors are members of the Company (collectively called the "Investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs.10,000,000,000/- (Rupees One Thousand Crores Only) or its US Dollar equivalent thereof inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and /or placement agents and / or underwriter(s) and / or other advisor(s) for such issue.

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RESOLVED FURTHER THAT if any issue of securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as 'Eligible Securities' within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board, shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and shall be completed within a period of twelve months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such other higher percentage as permitted under applicable law / SEBI Regulations on the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to Qualified Institutional Buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations / guidelines prescribed by SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in case of an issuance of Foreign Currency Convertible Bonds/American Depository Receipts/Global Depository Receipts pursuant to the provisions of the Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme 1993 and other applicable pricing provisions issued by the Ministry of Finance, Government of India, the relevant date for the determination of the issue price of the Securities offered, shall be the date of the meeting in which the Board decides to open the Issue after the date of this resolution."

RESOLVED FURTHER THAT in case of a preferential issuance of Securities, the relevant date for the determination of the issue price of the Securities offered shall be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations and applicable provisions if any of the Companies Act, 2013 and any other applicable laws, rules, regulations and guidelines."

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RESOLVED FURTHER THAT in pursuance of the aforesaid Resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) The Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of their issue, all such Equity Shares shall rank pari passu inter se and with the existing Equity Shares of the Company in all respects.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage / appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, legal counsel, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any

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amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any committee of Directors, any other Director(s) or officer(s) of the Company to negotiate, approve, sign, execute, modify and amend necessary documents and other agreements that maybe required and to take any action and execute any instrument that may be deemed necessary or advisable and do all such acts, deeds, matters and things for and on behalf of the Company including executing such other agreements, deeds, contracts, undertakings, letters, documents, forms, authority letter, power of attorneys, disclosure letters, regulatory filings and intimations with any regulator whether in India or abroad and such other documents which may be required to be entered into by the Company in connection with the proposed issuance of Securities.”

Further to the scrutiny of the votes casted vide Postal Ballot Forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Section 62(1)(c) and Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, viz.:

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(118)/ E-Votes (89)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	181	13,29,89,781	97.21
B	Votes against the Resolution	21	38,11,043	2.79
C	Total valid votes (A+B)	202	13,68,00,824	100.00
D	Invalid Votes	5	954	0.00
	TOTAL (C+D)	207	13,68,01,778	100.00

The above-mentioned Special Resolution has therefore been approved by the Shareholders with the requisite majority.

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3. INCREASE IN BORROWING POWERS OF THE COMPANY

RESOLVED THAT pursuant to Section 180(1) (c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and subject to approval, if any, of the Central Government, the Reserve Bank of India, 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 from time to time, for the purpose of the business of the Company, from any one or more banks, Indian and foreign financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (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/ financial institutions / bodies corporate / persons / firms etc., in the ordinary course of business) and remaining outstanding at any point of time may exceed the Paid-up Capital of the Company and its free reserves provided that the total amount up to which the monies so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed Rs. 5,000 crores (Rupees Five Thousand Crore only)."

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 be and is hereby authorized 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 votes casted vide Postal Ballot Forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, viz.:

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(118)/ E-Votes (89)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	193	13,67,99,833	100.00
B	Votes against the Resolution	9	991	0.00
C	Total valid votes (A+B)	202	13,68,00,824	100.00
D	Invalid Votes	5	954	00.00
	TOTAL (C+D)	207	13,68,01,778	100.00

The above-mentioned Special Resolution has therefore been approved by the Shareholders with the requisite majority.



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4. CREATE MORTGAGE / CHARGE ON THE ASSETS OF THE COMPANY

RESOLVED THAT 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 Articles of Association of the Company, the consent of the Members be and is hereby granted 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 manage, charge and/or hypothecate, 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, the moveable and/ or immovable properties of the Company, wheresoever situate, both present and future, of whole or substantially the whole of the undertaking(s) 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."

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S. Anantha Rama Subramanian
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COMPANY SECRETARIES

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Further to the scrutiny of the votes casted vide Postal Ballot Forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Special Resolution proposed under the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, viz.:

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(118)/ E-Votes (88)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	187	13,67,98,782	100.00
B	Votes against the Resolution	14	1,886	0.00
C	Total valid votes (A+B)	201	13,68,00,668	100.00
D	Invalid Votes	5	954	0.00
	TOTAL (C+D)	206	13,68,01,622	100.00

Note: Total folios participated in e-voting: 89 out of which 1 Folio having 156 Equity Shares abstained from e-voting for the Resolution No. 4

The above-mentioned Special Resolution has therefore been approved by the Shareholders with the requisite majority.

Place: Mumbai
Date: 01st October, 2014

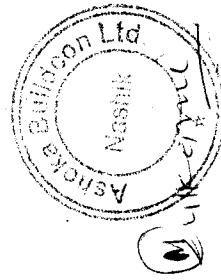


For S. ANANTHA & Co.
Company Secretaries

S. Anantha Rama Subramanian
Proprietor

ASHOKA BUILDCON LIMITED

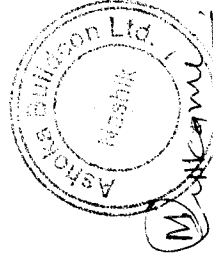
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 1 - For increasing the Authorised Share Capital of the Company from Rs. 81.10 Crores to Rs124.00 Crores and consequent alteration of the Capital Clause under the Mode of Voting: (E-voting)							
Promoter and Public Institutional Holders	106791904	106457564	99.69	106457564	0	100.00	0.00
Public-Others	27062083	19284771	71.26	19262157	22614	99.88	0.00
Total (A)	24295346	10804226	44.47	10804021	205	100.00	0.00
	158149333	136546561	86.34	136523742	22819	99.98	0.02
Mode of Voting: (Poll)							
Promoter and Public Institutional Holders	106791904	0	0.00	0	0	0.00	0.00
Public-Others	27062083	240279	0.89	240279	0	100.00	0.00
Total (B)	24295346	13984	0.06	13771	213	98.48	1.52
	158149333	254263	0.16	254050	213	99.92	0.08
Result (A+B)	158149333	136800824	86.50	136777792	23032	99.98	0.02



Resolution 2

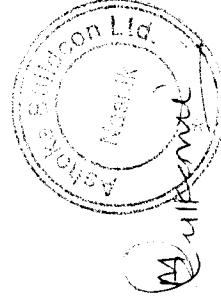
ASHOKA BUILDCON LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 2 - for offer, issue and allot Equity Shares of the Company on preferential allotment basis to Qualified Institutional Buyers by way of Qualified Institutional Placement (QIP)							
Mode of Voting: (E-voting)							
Promoter and Public Group	106791904	106457564	99.69	106457564	0	100.00	0.00
Public Institutional Holders	27062083	19284771	71.26	15474464	3810307	80.24	0.00
Public-Others	24295346	10804226	44.47	10803829	397	100.00	0.00
Total (A)	158149333	136546561	86.34	132735857	3810704	97.21	2.79
Mode of Voting: (Poll)							
Promoter and Public Group	106791904	0	0.00	0	0	0.00	0.00
Public Institutional Holders	27062083	240279	0.89	240279	0	100.00	0.00
Public-Others	24295346	13984	0.06	13645	339	97.58	2.42
Total (B)	158149333	254263	0.16	253924	339	99.87	0.13
Result (A+B)	158149333	13680824	86.50	132989781	3811043	97.21	2.79



ASHOKA BUILDCON LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 3 : for increase in borrowing limits of the Company from the existing limit of Rs.3,600 Crores to Rs.5,000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013.							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	106791904	106457564	99.69	106457564	0	100.00	0.00
Public Institutional Holders	27062083	19284771	71.26	19284771	0	100.00	0.00
Public-Others	24295346	10804226	44.47	10803841	385	100.00	0.00
Total (A)	158149333	136546561	86.34	136546176	385	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	106791904	0	0.00	0	0	0.00	0.00
Public Institutional Holders	27062083	240279	0.89	240279	0	100.00	0.00
Public-Others	24295346	13984	0.06	13378	606	95.67	4.33
Total (B)	158149333	254263	0.16	253657	606	99.76	0.24
Result (A+B)	158149333	136800824	86.50	136799833	991	100.00	0.00



ASHOKA BUILDCON LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 4 – to mortgage and/or create charge on the assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	106791904	106457564	99.69	106457564	0	100.00	0.00
Public Institutional Holders	27062083	19284771	71.26	19284771	0	100.00	0.00
Public-Others	24295346	10804070	44.47	10802952	1118	99.99	0.01
Total (A)	158149333	136546405	86.34	136545287	1118	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	106791904	0	0.00	0	0	0.00	0.00
Public Institutional Holders	27062083	240279	0.89	240279	0	100.00	0.00
Public-Others	24295346	13984	0.06	13216	768	94.51	5.49
Total (B)	158149333	254263	0.16	253495	768	99.70	0.30
Result (A+B)	158149333	136800668	86.50	136798782	1886	100.00	0.00

