

December 11, 2015

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)

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 Special Resolutions by way of Postal Ballot:

- i) Adoption of new set of Articles of Association of the Company as per Companies Act, 2013;
- ii) Alteration of Main Object Clause of the Memorandum of Association of the Company; and
- iii) Amendment to Clause III (B) and Clause III (C) of the Memorandum of Association 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 December 11, 2015. A copy of the aforesaid report is enclosed or your record.

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 Adoption of new set of	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with




	Articles of Association of the Company as per Companies Act, 2013			requisite Majority
2.	Special Resolution for Alteration of Main Object Clause of the Memorandum of Association of the Company	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
3.	Special Resolution for Amendment to Clause III (B) and Clause III (C) of the Memorandum of Association of the Company	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority

Thanking You,

Yours faithfully

For ASHOKA BUILDCON LIMITED



(Manoj Kulkarni)
Company Secretary

Membership No. FCS – 7377

3, Dattakripa Apt., Kathe Galli, Nasik - 422 011



Encl.: As above



The Board of Directors
Ashoka Buildcon Limited
S. No. 861, Ashoka House
Ashoka Marg, Vadala, Nashik – 422 011

Dear Sirs / Madam,

**Sub.: Results 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 Special Resolutions, as specified in the Postal Ballot Notice dated November 06, 2015 ("the said Notice") read with the Explanatory Statement attached thereto:

Item No.1: To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for the deletion of all the Articles of the existing Articles of Association of the Company and substitute the same with the new set of Articles of Association and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for, and to exclusion of, the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee of the Board thereof) be and is hereby authorised to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Further to the scrutiny of the said 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 14 and all other applicable provisions, if any, 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(122)*/ E-Votes (152)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	240	14,59,21,718	96.625
B	Votes against the Resolution	22	50,95,020	3.374
C	Total valid votes (A+B)	262	15,10,16,738	99.999
D	Invalid Votes*	12	1,908	0.001
	TOTAL (C+D)	274	15,10,18,646	100.000



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*Note: Total folios participated through Physical Postal Ballot: 122, out of which 6 Folios abstained from voting for Resolution No.1

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

Item No. 2: To alter Main Object Clause of the Memorandum of Association of the Company:

“RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”) and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and / or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company, the consent of the Company be and is hereby accorded for the alteration of the ‘Main Object’ in the Object Clause of the Memorandum of Association of the Company by altering the existing sub clause No. 2 and inserting the following new sub- clauses Nos. 2(a) and 2(b) after the existing subclause No.2 under Clause III (A) of the Memorandum of Association of the Company:

Clause III (A): THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

2. To carry on the business as contractors, sub-contractors, to lay out, develop, design, construct, build, erect, demolish, re-erect, alter, repair, re-model or do any activities relating to construction of any roads, highways, docks, ships, sewers, bridges, canals, dams, power plants, power transmission and distribution infrastructure, wharves, ports, reservoirs, embankments, tramways, railways, reclamations, improvements, irrigations, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works and related pipeline works, or any other structural or architectural work of any kind whatsoever and to purchase, acquire, take on lease, or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop the same into building or building scheme, dispose of or maintain the same and to build townships, commercial complex, or other buildings or conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences and to deal with the same in any manner whatsoever and to carry on business as manufacturer, buyer, seller of all sorts of building and construction related materials.

2 (a) To carry on the business of any or all of the infrastructure activities such as development, maintenance and operations of all types of infrastructural projects or facilities including Roads and Highways, Tunnels, Waterways, Irrigations, Dams, Canals, Railways, Ports, Airports, Transportation, Telecommunication, Storage & warehousing infrastructure, Water management, Housing, Projects, Power projects of all types including without limitation, thermal, hydro-electric, solar, wind or other conventional, non-conventional and renewable energy generation, transmission or distribution related projects, Petroleum, natural gas related infrastructure, mining and related activities, technology related infrastructure, manufacture of components & materials or any other utilities or facilities used by and/or for infrastructure projects and to act as Developers, Contractors, Turnkey Contractors, Civil Engineers, Surveyors, Town Planners, Consultants, Commissioning agents, and values for designing, procurement and supply, engineering, erection, laying, construction, commissioning & maintenance of infrastructure projects or facilities and to enter into any contract, agreement, memorandum of understanding, joint ventures, arrangement or such other mode of contract with Government of India, State Governments, municipal or local authorities, bodies corporate, persons or such other authorities, whether in India or outside, as the Company may deem fit, in such manner for the purpose of carrying out the foregoing objects and to obtain from them all the rights for assistance, privileges, charters, licenses and concessions, as may be necessary or incidental in the connection.



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2 (b) To carry on the business of generating, accumulating, transmitting, distributing and supplying energy from hydro, thermal, solar, wind, and from other non-conventional and renewable sources of energy or connected with any other form of energy including without limitation heat, solar, hydro, wave, tidal, geo-thermal, nuclear and bio-mass and to generate, buy, sell, supply, exchange, distribute, deal in and share the energy with Government, Companies, Industrial Units, State Electricity Boards, commercial and residential units, for its own use or distribution or otherwise for other types of consumers of energy according to the Law being in force from time to time.

Further to the scrutiny of the said 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 13 and all other applicable provisions, if any, 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 (122)*/ E-Votes (152)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	249	15,10,14,577	99.9974
B	Votes against the Resolution	11	1906	0.0013
C	Total valid votes (A+B)	260	15,10,16,483	99.9987
D	*Invalid Votes	14	1963	0.0013
	TOTAL (C+D)	274	15,10,18,446	100.0000

*Note: Total folios participated through Physical Postal Ballot: 122 out of which 6 Folios abstained from voting for Resolution No.2

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

Item No.3: Amendments to Clause III (B) and Clause III (C) of the Memorandum of Association of the Company:

“RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”) and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and / or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company, the consent of the Company be and is hereby accorded for insertion of the following new sub-clauses Nos. 45 to 50, after the existing sub-clause No. 44 under Clause III (B) of the Memorandum of Association of the Company viz.,

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“RESOLVED FURTHER THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”) and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/ or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company, the consent of the Company be and is hereby accorded for the alteration of existing Clause III (B) and Clause III (C) in relation to the ‘OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS’ and ‘OTHER OBJECTS’ of the Memorandum of Association of the Company as follows:

- (i) by substituting the heading of Clause III (B) ‘OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS’ with ‘III(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:
and
- (ii) by deleting the Clause III (C) ‘OTHER OBJECTS’ and the sub-clauses No. 45 to 94 appearing there under

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things and to execute all such documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

“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.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and do all such acts as may be required in furtherance of such Main Objects.”

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S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

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Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

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Further to the scrutiny of the said 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 13 and all other applicable provisions, if any, 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(122)*/ E-Votes (152)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	249	15,10,14,777	99.9974
B	Votes against the Resolution	11	1,906	0.0013
C	Total valid votes (A+B)	260	15,10,16,683	99.9987
D	Invalid Votes*	14	1,963	0.0013
	TOTAL (C+D)	274	15,10,18,646	100.0000


*Note: Total folios participated through Physical Postal Ballot: 122 out of which 6 Folios abstained from voting for Resolution No.3

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

Date: 11th December, 2015
Place: Mumbai



For S. Anantha & Co.,
Company Secretaries


S. Anantha Rama Subramanian
Proprietor

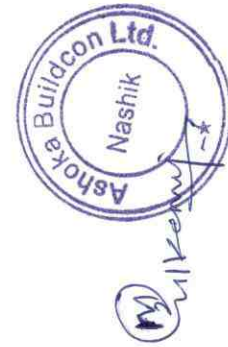
Ashoka Buildcon Limited

1 - Special Resolution for Adoption of new set of Articles of Association of the Company as per Companies Act, 2013

Resolution Required : ()

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

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	107076046	107076046	100.0000	107076046	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total	107076046	107076046	100.0000	107076046	0	100.0000	0.0000
Public Institutions	E-Voting	34779077	34779077	63.2755	29685876	5093201	85.3556	14.6444
	Postal Ballot	54964486	0	0.0000	0	0	0.0000	0.0000
	Total	89743563	34779077	63.2755	29685876	5093201	85.3556	14.6444
Public Non Institutions	E-Voting	25051268	9139335	36.4825	9138962	373	99.9959	0.0041
	Postal Ballot	22280	22280	0.0889	20834	1446	93.5099	6.4901
	Total	25274096	9161615	36.5715	9159796	1819	99.9801	0.0199
Total		187091800	151016738	80.7180	145921718	5095020	96.6262	3.3738



Ashoka Buildcon Limited

2 - Special Resolution for alteration of Main Object Clause of the Memorandum of Association of the Company

Resolution Required : () Whether promoter/ promoter group are interested in the agenda/resolution?	Category	Mode of Voting	No. of shares held [1]	% of Votes Polled		No. of Votes		% of Votes in		% of Votes against on votes polled [7]={{[5]/[2]}*100
				No. of votes polled [2]	on outstanding shares [3]={{[2]/[1]}*100	- in favour [4]	-Against [5]	favour on votes polled [6]={{[4]/[2]}*100	on votes polled	
	Promoter and Promoter Group	E-Voting	107076046	107076046	100.0000	107076046	0	100.0000	0.0000	0.0000
		Postal Ballot	107076046	0	0.0000	0	0	0.0000	0.0000	0.0000
		Total	107076046	107076046	100.0000	107076046	0	100.0000	0.0000	0.0000
	Promoter and Promoter Group	E-Voting	34779077	34779077	63.2755	34779077	0	100.0000	0.0000	0.0000
	Public Institutions	Postal Ballot	54964486	0	0.0000	0	0	0.0000	0.0000	0.0000
		Total	34779077	34779077	63.2755	34779077	0	100.0000	0.0000	0.0000
	Public Non Institutions	E-Voting	9139335	9139335	36.4825	9138962	373	99.9959	0.0041	0.0041
		Postal Ballot	25051268	22025	0.0879	20492	1533	93.0397	6.9603	6.9603
		Total	9161360	9161360	36.5704	9159454	1906	99.9792	0.0208	0.0208
	Total		187091800	151016483	80.7179	151014577	1906	99.9987	0.0013	0.0013



Ashoka Buildcon Limited

3 - Special Resolution for amendment to Clause III (B) and Clause III (C) of the Memorandum of Association of the Company

Resolution Required : ()

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

Category	Mode of Voting	No. of shares held [1]	% of Votes Polled		No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in		% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
			No. of votes polled [2]	on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$			favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$		
Promoter and Promoter Group	E-Voting	107076046	107076046	100.0000	107076046	0	100.0000	0.0000	0.0000
	Postal Ballot	107076046	0	0.0000	0	0	0.0000	0.0000	0.0000
	Total		107076046	100.0000	107076046	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	34779077	34779077	63.2755	34779077	0	100.0000	0.0000	0.0000
	Postal Ballot	54964486	0	0.0000	0	0	0.0000	0.0000	0.0000
	Total		34779077	63.2755	34779077	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting	9139335	9139335	36.4825	9138962	373	99.9959	0.0041	0.0041
	Postal Ballot	25051268	22225	0.887	20692	1533	93.1024	6.8976	6.8976
	Total		9161560	36.5712	9159654	1906	99.9792	0.0208	0.0208
Total		187091800	151016683	80.7180	151014777	1906	99.9987	0.0013	0.0013

