



Summary of Proceedings at the 26th Annual General Meeting of the Company

1. Date, time and venue of the Meeting:

The 26th Annual General Meeting of Ashoka Buildcon Limited ("the Company") was held on Wednesday, the 18th day of September, 2019 at 12.30 p.m. at Hotel Express Inn, Pathardi Phata, Mumbai-Agra Road, Nashik – 422 010.

2. Proceedings in brief:

- Mr. Ashok Katariya, Chairman of the Company took the Chair.
- The Chairman welcomed the Members, Directors, Auditors, and other stakeholders present at the 26th Annual General Meeting of the Company, and stated the reason of absence of Director who could not attend the AGM.
- He confirmed that the Chairman of the Audit Committee and Nomination & Remuneration Committee could not attend the meeting and respective representative, being Member of the Committees were nominated for the purpose of addressing the queries of the Shareholders, if any. The Chairman of the Stakeholders Relationship was present at the meeting.
- The Company Secretary informed the members that the requisite quorum was present at the meeting.
- The Company Secretary further informed the members that the Register of Members, Register of Directors' shareholding, Register of Proxy etc. have been kept open for inspection by the shareholders at the meeting venue and the same were accessible throughout the continuance of the meeting.
- The requisite Quorum being present, the Chairman called the Meeting to order.
- The Chairman addressed the shareholders, and delivered his speech. .
- He informed that the Company had provided remote e-voting facility to the shareholders of the Company in respect of all businesses mentioned in the notice. The remote e-voting facility was kept open from Sunday, September 15, 2019 from 9:00 AM to Tuesday, September 17, 2019 till 5:00 PM. During this period, shareholders of the Company, holding shares as on the Cut-Off Date i.e. September 11, 2019 were able to cast their votes electronically. The facility for voting by ballot paper was also made available at the venue of the meeting. The members attending the AGM, who had not cast their vote through remote e-voting could exercise their voting rights at the AGM. Mr. Dilipkumar Maharana, Designated Partner of M/s. S. Anantha & Ved LLP, Practicing Company Secretaries, had been appointed as the scrutinizer for conducting the voting process in a fair and transparent manner.



- The notice of AGM, Board's Report and Auditor's Report, were taken as read with the permission of the shareholders of the Company.
- The observations made by the Auditors in their Reports and the explanations / reply given by the Board of Directors thereon were read by the Company Secretary.
- The following items of business as set out in the Notice convening 26th AGM were placed for members' consideration and approval.

ORDINARY BUSINESS:

1. Adoption of Standalone and Consolidated Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2019.
2. Appointment of Director in place of Mr. Ashok M. Katariya (DIN: 00112240), who retires by rotation and being eligible seeks re-appointment, was re-appointed.

SPECIAL BUSINESS

The remuneration of Cost Auditors payable for Financial Year 2019-20 had been ratified.

- The queries raised by the members at the meeting were suitably replied by the Chairman/CFO.
- The Chairman requested the Members present at the meeting who had not cast their votes electronically to cast their votes through Ballot papers handed over to them. The members accordingly cast their votes through Ballot Papers.
- The members were informed that the results of e-voting and Ballot shall be disseminated to the Stock Exchanges within 48 hours of the conclusion of the meeting. The Scrutinizer's Report and Voting Results will be uploaded on the website of the Company (www.ashokabuildcon.com) and the Stock Exchanges.
- The meeting concluded at 1.30 p.m. with the CFO presenting a Vote of Thanks to everyone present at the meeting including Chairman.

For Ashoka Buildcon Limited



(Manoj Kulkarni)

Company Secretary

ICSI M. No : FCS-7377



Place: Nashik

Date: 18.09.2019



REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

18th September, 2019

To

The Chairman

Ashoka Buildcon Limited

S. No. 861, Ashoka House, Ashoka Marg, Vadala, Nashik - 422 011

26th (Twenty Sixth) Annual General Meeting (AGM) of the Equity Shareholders of Ashoka Buildcon Limited held on Wednesday, September 18, 2019 at 12:30 P.M. at Hotel Express Inn, Pathardi Phata, Mumbai-Agra Road, Nashik – 422 010

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Ballot Forms* at the Annual General Meeting of Ashoka Buildcon Limited held on Wednesday, September 18, 2019 at 12:30 P.M.

I, Dilipkumar Maharana, Company Secretary (ACS:23014; CP:22057), Designated Partner of S. Anantha & Ved LLP, Practising Company Secretaries, (LLPIN:AAH-8229), who were appointed as the Scrutinizers by the Board of Directors of **Ashoka Buildcon Limited** (the 'Company') vide resolution dated 22nd May, 2019, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize and report on the electronic voting ('remote e-voting') and the voting through Ballot by the shareholders of the Company in respect of the resolutions proposed to be passed at the 26th (Twenty Sixth) Annual General Meeting of the members of the Company to be held on **Wednesday, September 18, 2019 at 12:30 P.M. at Hotel Express Inn, Pathardi Phata, Mumbai-Agra Road, Nashik – 422 010**, submit our report as under:

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means ('remote e-voting') and voting by use of ballot by the shareholders on the resolutions proposed in the notice of the 26th Annual General Meeting of the Company is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and through ballot is conducted in a fair and transparent manner and to submit to the Chairman, the consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the report generated electronically and by voting through ballot.

**(by the shareholders /authorised representatives / proxies who are eligible to vote at the AGM)*

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1. As per the Notice of 26th Annual General Meeting of the Shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies [(Management and Administration) Rules, 2014] (Amendment Rules, 2015) on August 28, 2019, in English Newspaper "Hindu Business Line" and in Marathi (Vernacular) Newspaper "Deshdoot", the remote e-voting opened at 09.00 A.M. (IST) on Sunday, September 15, 2019 and remained open until 05.00 P.M. (IST) on Tuesday, September 17, 2019.
2. The Shareholders holding the Equity Shares of the Company as on Wednesday, September 11, 2019 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 26th Annual General Meeting of the Company.
3. After the declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the Authorizations / proxies lodged with the Company.
4. There are no ballots, which were found incomplete and / or which were otherwise found defective.
5. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 01.30 P.M. after conclusion of voting at the AGM and the e-voting results / list of Equity Shareholders who voted for and against were downloaded from the e-voting website of Link Intime India Private Limited www.linkintime.co.in and the same are being handed over to the Chairman.

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6. The total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:

A. Ordinary Business:

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2019, along with the reports of the Board of Directors (“Board”) and Auditors’ thereon:

- (i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	159	25,88,22,248	99.98
Voting by ballot	29	40,975	0.02
Total	188	25,88,63,223	100.00

- (ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

- (iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

Summary of Total valid votes for Resolution No.1

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	25,88,63,223	100.00
Votes against	-	-
Total	25,88,63,223	100.00

#Two (2) shareholders holding aggregate of 1,67,263 equity shares of the Company abstained from e-voting.

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Resolution No.2: Ordinary Resolution

To appoint a Director in place of Mr. Ashok Katariya (DIN: 00112240), who retires by rotation and being eligible seeks re-appointment and this regards:

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	138	15,49,92,016	99.97
Voting by ballot	29	40,975	0.03
Total	167	15,50,32,991	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

Summary of Total valid votes for Resolution No.2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	15,50,32,991	100.00
Votes against	-	-
Total	15,50,32,991	100.00

#Twenty three (23) shareholders holding aggregate of 10,39,97,495 equity shares of the Company abstained from e-voting, out of which Sixteen (16) shareholders holding 9,91,04,213 are related parties.

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B. Special Business:
Resolution No.3: Ordinary Resolution
To ratify the remuneration payable to the Cost Auditor for FY 2019-20:

 (i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	161	25,89,89,511	99.98
Voting by ballot	29	40,975	0.02
Total	190	25,90,30,486	100.00

 (ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

 (iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

Summary of Total valid votes for Resolution No.3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	25,90,30,486	100.00
Votes against	-	-
Total	25,90,30,486	100.00

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7. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 26th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For S. ANANTHA & VED LLP
Company Secretaries


Dilipkumar Maharana
Designated Partner
ACS: 23014; CP: 22057

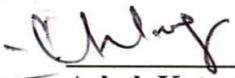


Witnesses:

Salpey:
1. Mahesh J. Salpe
S/o: J. L. Salpe
C/o: S. Anantha & Ved LLP
Avior corporate park,
316, 3rd Floor, LBS Marg,
Mumbai - 80.
Occupation: Service

Waples:
2. Kalpesh. F. Sawant
S/o. R. T. Sawant
Laxmi Niwas,
Nandee Nagar,
Bhandup (W)
Mumbai - 400 78.
Occupation - Service.

Counter signed
For ASHOKA BUILDCON LIMITED


Ashok Katariya
Chairman
DIN: 00112240





Date of the AGM/EGM	18th September, 2019
Total number of shareholders on record date	28077
No. of shareholders present in the meeting either in person or through proxy:	69
Promoters and Promoter Group:	19
Public:	50
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable


Company Secretary



Ashoka Buildcon Limited								
Resolution Required : (Ordinary)			1 - Receive, consider and adopt :					
Whether promoter/ promoter group are interested in the agenda/resolution?			Audited Standalone and Consolidated Financial Statements, together with Reports of the Board of					
Category			No					
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	152308791	100.0000	152308791	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	152308791	100.0000	152308791	0	100.0000	0.0000	
Public Institutions	E-Voting	98123244	97.0832	98123244	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	98123244	97.0832	98123244	0	100.0000	0.0000	
Public Non Institutions	E-Voting	8390213	30.6849	8390213	0	100.0000	0.0000	
	Poll	40975	0.1499	40975	0	100.0000	0.0000	
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000	
	Total	8431188	30.8348	8431188	0	100.0000	0.0000	
Total	280723217	258863223	92.2130	258863223	0	100.0000	0.0000	

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Company Secretary



Ashoka Buildcon Limited								
Resolution Required : (Ordinary)			2 - Re-appointment of Mr. Ashok Katariya (DIN: 00112240) who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held [1]	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
			[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	152308791	53204578	34.9320	53204578	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		53204578	34.9320	53204578	0	100.0000	0.0000
Public Institutions	E-Voting	101071312	93332225	92.3429	93332225	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		93332225	92.3429	93332225	0	100.0000	0.0000
Public Non Institutions	E-Voting	27343114	8455213	30.9226	8455213	0	100.0000	0.0000
	Poll		40975	0.1499	40975	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8496188	31.0725	8496188	0	100.0000	0.0000
Total		280723217	155032991	55.2263	155032991	0	100.0000	0.0000


Company Secretary





Ashoka Buildcon Limited

Resolution Required : (Ordinary)			3 - Appointment of M/s CY & Associates, Cost Accountants for the year 2019-20 and ratification of remuneration					
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	152308791	152308791	100.0000	152308791	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		152308791	100.0000	152308791	0	100.0000	0.0000
Public Institutions	E-Voting	101071312	98225507	97.1844	98225507	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		98225507	97.1844	98225507	0	100.0000	0.0000
Public Non Institutions	E-Voting	27343114	8455213	30.9226	8455213	0	100.0000	0.0000
	Poll		40975	0.1499	40975	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8496188	31.0725	8496188	0	100.0000	0.0000
Total		280723217	259030486	92.2726	259030486	0	100.0000	0.0000


 Company Secretary

