

**1. Date, time and venue of the Meeting:**

The 25<sup>th</sup> Annual General Meeting of Ashoka Buildcon Limited ("the Company") was held on Wednesday, the 19<sup>th</sup> day of September, 2018 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 25<sup>th</sup> 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, Stakeholders Relationship Committee and Nomination and Remuneration Committee were 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 16, 2018 from 9:30 AM to Tuesday, September 18, 2018 till 5:00 PM. During this period, shareholders of the Company, holding shares as on the Cut-Off Date i.e. September 12, 2018 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. Ved Prakash, Designated Partner 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, containing therein the observations made by the Auditors on the financial statements and the explanation / comments given by the Board of Directors thereon were taken as read by 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 25<sup>th</sup> AGM were placed for members' consideration and approval.

**ORDINARY BUSINESS:**

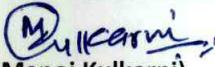
1. Adoption of Standalone & Consolidated Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2018.
2. To approve the interim dividend of Re. 0.80 per Equity Share, already paid during the financial year ended March 31, 2018.
3. Appointment of Director in place of Mr. Satish D. Parakh (DIN: 00112324), who retires by rotation and being eligible seeks re-appointment, who retires by rotation, and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS**

Ratification of remuneration of Cost Auditors for Financial Year 2018-19.

- 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 on or before September 21, 2018, after receipt of Scrutinizer's Report and will also be uploaded on the website of the Company ([www.ashokabuildcon.com](http://www.ashokabuildcon.com)).
- The meeting concluded at 1.20 p.m. with the Chairman presenting Vote of Thanks to everyone present at the meeting.

For Ashoka Buildcon Limited

  
(Manoj Kulkarni)  
Company Secretary  
M. No : FCS7377



Place: Nashik

Date: 19.09.2018



## 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]*

19<sup>th</sup> September, 2018

To

**The Chairman**

**Ashoka Buildcon Limited**

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

**25<sup>th</sup> (Twenty Fifth) Annual General Meeting (AGM) of the Equity Shareholders of Ashoka Buildcon Limited held on Wednesday, September 19, 2018 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 19, 2018 at 12:30 P.M.**

I, Ved Prakash, Company Secretary (ACS:36837; CP:16986), Designated Partner of M/s. 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 29<sup>th</sup> May, 2018, 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 25<sup>th</sup> (Twenty-fifth) Annual General Meeting of the members of the Company to be held on **Wednesday, September 19, 2018 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 forms by the shareholders on the resolutions proposed in the notice of the 25<sup>th</sup> 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.

*Vedprakash*

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\*(by the shareholder himself or through authorised representative or by proxy attending the AGM)

1. As per the Notice of 25<sup>th</sup> 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, 2018, in English Newspaper "Business Line" and in Marathi (Vernacular) Newspaper "Deshdoot", the remote e-voting opened at 09.30 A.M. (IST) on Sunday, September 16, 2018 and remained open until 05.00 P.M. (IST) on Tuesday, September 18, 2018.
2. The Shareholders holding the Equity Shares of the Company as on Wednesday, September 12, 2018 viz. the "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 25<sup>th</sup> 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. The ballots, which were found incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
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 1.27 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](http://www.linkintime.co.in) and the same are being handed over to the Chairman.

Vedprakash



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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. 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, 2018, 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	162	25,00,68,428	99.984
Voting by ballot	28	40,675	0.016
<b>Total</b>	<b>190</b>	<b>25,01,09,103</b>	<b>100.000</b>

- (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	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

- (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	25,01,09,103	100.000
Votes against	-	-
<b>Total</b>	<b>25,01,09,103</b>	<b>100.000</b>

*\*Note: 2 (Two) Folios holding 1,99,806 Equity Shares of Face Value of Rs.5/ each, didn't participate in passing the resolution.*

*Vedprakash*

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**B. Resolution No. 2: Ordinary Resolution**

**To approve the interim dividend of Re. 0.80 per Equity Share, already paid during the financial year ended March 31, 2018:**

(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	163	25,01,87,444	99.984
Voting by ballot	28	40,675	0.016
<b>Total</b>	<b>191</b>	<b>25,02,28,119</b>	<b>100.000</b>

(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	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(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	25,02,28,119	100.000
Votes against	-	-
<b>Total</b>	<b>25,02,28,119</b>	<b>100.000</b>

*\*Note: 1 (One) Folio holding 80,790 Equity Shares of Face Value of Rs.5/ each, didn't participate in passing the resolution.*

*Vedprakash*



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**C. Resolution No. 3: Ordinary Resolution**

**To appoint a Director in place of Mr. Satish D. Parakh (DIN: 00112324), who retires by rotation and being eligible seeks re-appointment:**

(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	160	23,88,93,060	99.983
Voting by ballot	28	40,675	0.017
<b>Total</b>	<b>188</b>	<b>23,89,33,735</b>	<b>100.000</b>

(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	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(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	23,89,33,735	100.000
Votes against	-	-
<b>Total</b>	<b>23,89,33,735</b>	<b>100.000</b>

*\*Note: 4 (Four) Folios holding 1,13,75,174 Equity Shares of Face Value of Rs.5/ each, didn't participate in passing the resolution.*

*Vedprakash*

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**D. Resolution No. 4: Ordinary Resolution**

**Appointment of M/s. CY & Associates, Cost Accountants (FRN 000334) as Cost Auditors for FY 2018-19 and ratification of the remuneration:**

(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	162	25,01,87,402	99.984
Voting by ballot	28	40,675	0.016
<b>Total</b>	<b>190</b>	<b>25,02,28,077</b>	<b>100.000</b>

(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	1	42	100.000
Voting by ballot	-	-	-
<b>Total</b>	<b>1</b>	<b>42</b>	<b>100.000</b>

(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. 4**

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	25,02,28,077	100.000
Votes against	42	0.000
<b>Total</b>	<b>25,02,28,119</b>	<b>100.000</b>

*\*Note: 1 (One) Folio holding 80,790 Equity Shares of Face Value of Rs.5/ each, didn't participate in passing the resolution*

*Vedprakash*

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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 25<sup>th</sup> 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

*Vedprakash*

Ved Prakash  
ACS: 36837; CP: 16986



Witnesses:

1. ~~W.D.Y.~~ Mahesh Bedu Yadav  
Bedu Laxman Yadav  
247 Park, Home Town,  
c-wing, 1st Floor, L.B.S Marg,  
Vikhroli (W.) Mumbai - 400083  
Occupation - Services

2.

- ~~W.D.Y.~~  
Vaibhav Pravin Sawant,  
Pravin Tukaram Sawant,  
247 Park, Home Town,  
c-wing, 1st floor,  
LBS Marg, Vikhroli (W)  
Mumbai - 400083  
Occupation - services,

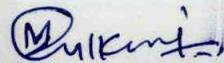
Counter signed  
For ASHOKA BUILDCON LIMITED

*Satish D. Parakh*

Satish D. Parakh  
Managing Director  
DIN: 00112324

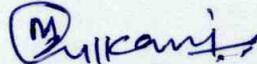


<b>Date of the AGM/EGM</b>	19th September, 2018
<b>Total number of shareholders on record date</b>	22800
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	76
<b>Promoters and Promoter Group:</b>	25
<b>Public:</b>	51
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

  
**Company Secretary**

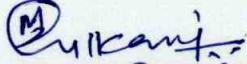


Ashoka Buildcon Limited									
Resolution Required : (Ordinary)			1 - Receive, consider and adopt Audited Standalone and Consolidated Financial Statements, together with Reports of the Board of Directors and Auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?			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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	151926120	151845330	99.9468	151845330	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>151845330</b>	<b>99.9468</b>	<b>151845330</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	98438823	88688258	90.0948	88688258	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>88688258</b>	<b>90.0948</b>	<b>88688258</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	30358274	9534840	31.4077	9534840	0	100.0000	0.0000	0
	Poll		40675	0.1340	40675	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9575515</b>	<b>31.5417</b>	<b>9575515</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>280723217</b>	<b>250109103</b>	<b>89.0946</b>	<b>250109103</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>

  
Company Secretary

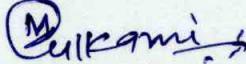


Ashoka Buildcon Limited									
Resolution Required : (Ordinary)			2 - Confirmation of Interim Dividend for FY 2017-18 of Re. 0.80 per equity share of Rs.5/- each						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. 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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	151926120	151845330	99.9468	151845330	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>151845330</b>	<b>99.9468</b>	<b>151845330</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	98438823	88807274	90.2157	88807274	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>88807274</b>	<b>90.2157</b>	<b>88807274</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	30358274	9534840	31.4077	9534840	0	100.0000	0.0000	0
	Poll		40675	0.1340	40675	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9575515</b>	<b>31.5417</b>	<b>9575515</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>280723217</b>	<b>250228119</b>	<b>89.1370</b>	<b>250228119</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>

  
Company Secretary

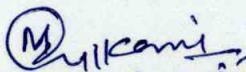


Ashoka Buildcon Limited									
Resolution Required : (Ordinary)			3 - Re-appointment of Mr. Satish Parakh who retires by rotation and being eligible, offers himself for re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	151926120	140550946	92.5127	140550946	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>140550946</b>	<b>92.5127</b>	<b>140550946</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	98438823	88807274	90.2157	88807274	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>88807274</b>	<b>90.2157</b>	<b>88807274</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	30358274	9534840	31.4077	9534840	0	100.0000	0.0000	0
	Poll		40675	0.1340	40675	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9575515</b>	<b>31.5417</b>	<b>9575515</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>280723217</b>	<b>238933735</b>	<b>85.1136</b>	<b>238933735</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>

  
 Company Secretary



Ashoka Buildcon Limited									
Resolution Required : (Special)			4 - Appointment of M/s CY & Associates, Cost Accountants for the year 2018-19 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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	151926120	151845330	99.9468	151845330	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>151845330</b>	<b>99.9468</b>	<b>151845330</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	98438823	88807274	90.2157	88807274	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>88807274</b>	<b>90.2157</b>	<b>88807274</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	30358274	9534840	31.4077	9534798	42	99.9996	0.0004	0
	Poll		40675	0.1340	40675	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9575515</b>	<b>31.5417</b>	<b>9575473</b>	<b>42</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0</b>
<b>Total</b>		<b>280723217</b>	<b>250228119</b>	<b>89.1370</b>	<b>250228077</b>	<b>42</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>

  
Company Secretary

