

12th June, 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 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) Special Resolution for approval of Related Party Transactions under section 188 of the Companies Act, 2013.;
- ii) Ordinary Resolution for appointment of Ms. Sunanda Dandekar as Independent Director of the Company.;
- iii) Ordinary Resolution ratifying the appointment of and remuneration payable to the Cost Auditor; and

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 June 11, 2015. A copy of the aforesaid report is enclosed or 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.	Special Resolution for approval of Related Party Transactions under section 188 of the Companies Act,	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority



	2013.			
2.	Ordinary Resolution for appointment of Ms. Sunanda Dandekar as Independent Director of the Company.	Ordinary Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
3.	Ordinary Resolution ratifying the appointment of and remuneration payable to the Cost Auditor	Ordinary 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



Encl.: As above



S. Anantha Rama Subramanian
BBA, LL.B. FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

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To
The Chairman
Ashoka Buildcon Limited
S. No. 861, "Ashoka House"
Ashoka Marg, Vadala
Nashik - 422 011

Dear Sir,

**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 Resolutions, as specified in the Postal Ballot Notice dated April 14, 2015 ("the said Notice") read with the Explanatory Statement attached thereto:

Item No.1: Transactions with Related Parties under Section 188 of the Companies Act, 2013:

***RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to approve all the contracts and/or arrangements entered into/proposed to be entered into by the Company from time to time with the related parties as defined under the Companies Act, 2013 for a period of 5 (Five) years with effect from April 1, 2015, up to the maximum amount annually as given below:

**MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) W.E.F., APRIL 1, 2015
(RS. IN CRORE)**

Transactions as defined u/s 188 of the Companies Act, 2013				
Sr. No.	Name/Category of the Related Parties	Sale, Purchase or supply of any goods, or materials	Leasing of Property of any kind	Availing or rendering any services, appointment of any agent for purchase, or sale of any goods, materials, services, property,
1	Wholly Owned Subsidiaries			
	Ashoka Infraways Limited	10.00	Nil	50.00
	Ashoka Technologies Pvt. Ltd.	5.00	Nil	Nil
	Viva Highways Limited	Nil	Nil	50.00

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2	Other Subsidiaries & Associates			
	Ashoka Pre-Con Pvt. Ltd.	10.00	Nil	5.00
	Ashoka Concessions Limited	Nil	0.12	30.00
	Ashoka Education Foundation (Trust)	Nil	0.10	Nil
	Ashoka Highways (Bhandara) Limited			40.00
	Ashoka Highways (Durg) Limited			40.00
	Ashoka Belgaum Dharwad Tollway Limited			30.00
	Ashoka Sambalpur Baragarh Tollway Limited			100.00
	Ashoka Dhankuni Kharagpur Tollway Limited			250.00
	Jaora-Nayagaon Toll Road Company Private Limited			50.00
	GVR Ashoka Chennai ORR Limited			400.00
	Ashoka GVR Mudhol Nipani Roads Limited			160.00
	Abhijit Ashoka Infrastructure Private Limited			10.00
	Ashoka High Way Ad.			1.00
	Ashoka Township			50.00
3	Directors and their relatives			
	Asha Katariya	Nil	0.15	Nil
	Astha Kataria	Nil	0.04	Nil
	Ashish Kataria	Nil	0.15	Nil
	Shweta Katariya	Nil	0.03	Nil
	Satish Parakh (HUF)	Nil	0.10	Nil
4	Company in which Directors is interested			
	Hotel Evening Inn Private Limited	Nil	0.05	Nil

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RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to give effect to the above mentioned resolutions and to do all such acts, deeds, matters and things as may be necessary in its absolute discretion deem necessary, proper or expedient, to finalize any documents and writings related thereto, to give effect to the above mentioned related party transactions.”

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 188 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 (116)/ E-Votes (*144)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	187	3,68,50,027	77.37
B	Votes against the Resolution	23	1,07,77,240	22.63
C	Total valid votes (A+B)	210	4,76,27,267	100.00
D	Invalid Votes	#50	6,76,47,530	

*Total folios participated through E-voting: 144 out of which 15 Folios abstained from voting for the Resolution No.1.

Out of total invalid folios, 22 folios of Related Parties voted through e-voting have been considered invalid as per Section 188 of the Companies Act, 2013.

Item No. 2: To appoint Ms. Sunanda Dandekar (DIN: 07144108) as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), and the applicable provisions of the Listing Agreement, Ms. Sunanda Dandekar (DIN: 07144108), who has been appointed as an Additional Director of the Company on March 30, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation from the date of declaration of the result of the postal ballot upto to 29th March, 2020.”

Further to the scrutiny of the said forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Ordinary Resolution proposed under the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, viz.:

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S. Anantha



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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 (116)/ E-Votes (144)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	238	15,73,70,036	99.9995
B	Votes against the Resolution	6	861	0.0005
C	Total valid votes (A+B)	244	15,73,70,897	100.0000
D	Invalid Votes	16	3,313	

Item No.3: To ratify the appointment of and remuneration to the Cost Auditor:

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the approval of the shareholders be and is hereby accorded to the appointment of M/s. CY & Associates, Cost Accountants, Nashik and to the payment of remuneration of Rs.5,00,000 (Rupees Five Lac Only) plus service tax and the reimbursement of the actual out of pocket expenses, if any, as may be incurred by M/s CY & Associates, Cost Accountants, Nashik, for conducting the audit of the cost records of the Company of the financial year 2014-15.

Further to the scrutiny of the said forms and E-Votes, we hereby certify the following Results of Postal Ballot in connection with the Ordinary Resolution proposed under the provisions of Section 148 (3) 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 (116)/ E-Votes (144)	No. of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	240	15,73,68,730	99.9999
B	Votes against the Resolution	3	175	0.0001
C	Total valid votes (A+B)	243	15,73,68,905	100.0000
D	Invalid Votes	17	5,313	

Date: 11th June, 2015
Place: Mumbai



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. Special Resolution for approval of Transactions with Related Parties under section 188 of the Companies Act, 2013.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	107076046	0	0.00	0	0	0.00	0.00
Public Institutional Holders	53695137	37786584	70.37	27010685	10775899	71.48	28.52
Public-Others	26296851	9819241	37.34	9818375	866	99.99	0.01
Total (A)	187068034	47605825	25.45	36829060	10776765	77.36	22.64
Mode of Voting: (Poll)							
Promoter and Promoter Group (*)	107076046	0	0.00	0	0	0.00	0.00
Public Institutional Holders	53695137	0	0.00	0	0	0.00	0.00
Public-Others	26296851	21442	0.08	20967	475	97.78	2.22
Total (B)	187068034	21442	0.01	20967	475	97.78	2.22
Result (A+B)	187068034	47627267	25.46	36850027	10777240	77.37	22.63

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Ashoka Buildcon Limited

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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. Ordinary Resolution for appointment of Ms. Sunanda Dandekar (DIN: 07144108) as an Independent Director of the Company.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	107076046	107076046	100.00	107076046	0	100.00	0.00
Public Institutional Holders	53695137	40411772	75.26	40411772	0	100.00	0.00
Public-Others	26296851	9862349	37.50	9861786	563	99.99	0.01
Total (A)	187068034	157350167	84.11	157349604	563	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (*)	107076046	0	0.00	0	0	0.00	0.00
Public Institutional Holders	53695137	0	0.00	0	0	0.00	0.00
Public-Others	26296851	20730	0.08	20432	298	98.56	1.44
Total (B)	187068034	20730	0.01	20432	298	98.56	1.44
Result (A+B)	187068034	157370897	84.12	157370036	861	100.00	0.00



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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. Ordinary Resolution ratifying the appointment of and remuneration payable to the Cost Auditor							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	107076046	107076046	100.00	107076046	0	100.00	0.00
Public Institutional Holders	53695137	40411772	75.26	40411772	0	100.00	0.00
Public-Others	26296851	9862349	37.50	9862349	0	100.00	0.00
Total (A)	187068034	157350167	84.11	157350167	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group (*)	107076046	0	0.00	0	0	0.00	0.00
Public Institutional Holders	53695137	0	0.00	0	0	0.00	0.00
Public-Others	26296851	18738	0.07	18563	175	99.07	0.93
Total (B)	187068034	18738	0.07	18563	175	99.07	0.93
Result (A+B)	187068034	157368905	84.12	157368730	175	100.00	0.00

