

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twenty-fifth (25th) Annual General Meeting (“AGM”) of the members of Ashoka Buildcon Limited (“the Company”) will be held on Wednesday, September 19, 2018 at 12.30 p.m. at Hotel Express Inn, Pathardi Phata, Mumbai-Agra Road, Nashik – 422 010 to transact the following business:

ORDINARY BUSINESS:

- 1) 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.
2. To approve the interim dividend of Re. 0.80 per Equity Share, already paid during the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Satish D. Parakh (DIN: 00112324), who retires by rotation and being eligible seeks re-appointment and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Satish D. Parakh (DIN: 00112324), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director, liable to retire by rotation”.

SPECIAL BUSINESS:

Item No. 4

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Amendment Rules, 2016 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force), the appointment of M/s CY & Associates, Cost Accountants, (Firm Registration No. 000334) as Cost Auditors for conducting audit of the Cost Records of the Company, for the financial year ending March 31, 2019, at a remuneration not exceeding Rs.5,40,000/- (Rupees Five Lakh Forty Thousand only) plus applicable taxes and 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 for the Financial Year 2018-19, be and is hereby approved and ratified.”

For and on behalf of the Board of Directors

Sd/-
(ASHOK KATARIYA)
Chairman
(DIN: 00112240)

Place : Mumbai
Date : May 29, 2018

Registered Office:

S. No. 861, Ashoka House,
Ashoka Marg, Vadala, Nashik – 422 011
CIN: L45200MH1993PLC071970
Tel.: 0253-3011705; Fax : 0253-2236704
Website: www.ashokabuildcon.com
e-mail: investors@ashokabuildcon.com

NOTES :

- 1) A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and on a poll, vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, should, however, be deposited at the registered office of the Company not less than 48 hours before the time of commencement of the Meeting.
- 2) A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) per cent of the total paid-up share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
- 3) The Company is providing facility for voting by electronic means (e-voting) and the business set out in the Notice will be transacted through such voting. Information and instructions relating to e-voting are given in this Notice.
- 4) Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Registered Office of the Company a certified copy of the Board Resolution, together with the specimen signature/(s) of the representative/(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
5. In terms of Section 152 of the Companies Act, 2013, Mr. Satish Parakh (DIN 00112324) Managing Director, retires by rotation at this Meeting and being eligible, offers himself for re-appointment. Details of Director retiring by rotation as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India provided under Note No. 28 below.
6. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, for Item No. 4 is annexed and forms part of this notice.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days of notice in writing is given to the Company.
8. Members/Proxy holders/authorised representatives should bring the duly filled-in Attendance Slip.
9. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
11. Members holding shares in physical form are requested to advise any change in their registered address, to the Company’s Registrar and Share Transfer Agent, M/s Link Intime India Private Limited, Mumbai, quoting their folio number. Members holding shares in electronic form are requested to intimate about change of address or bank particulars to their respective Depository Participant and not to the Company. The Members are encouraged to utilise the Electronic Clearing System (ECS) for receiving dividends.
12. Members holding shares in physical form are requested to convert their shareholding in dematerialized form latest by **December 05, 2018** pursuant to SEBI Circular dated June 08, 2018 as the transfer of shares in physical form will be discontinued from that date except for transmission or transposition requests.
13. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or Registrar and Transfer Agent viz. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to their respective Depository Participant (DP) by the members.
14. Members desiring any information on the Accounts of the Company are requested to write/fax to the Company at investors@ashokabuildcon.com / 0253-2236704 at least 10 days in advance so as to enable the Company to keep the information ready.
15. In all correspondence with the Company or with its Registrar & Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in dematerialised form, they must quote their Client ID Number and DPID Number.
16. The Register of Members and Share Transfer Books of the Company shall remain closed from September 15, 2018 to September 19, 2018 (both days inclusive) for the purpose of Annual General Meeting.
17. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting is furnished hereunder. The Director has furnished consent / declaration for his re-appointment as required under the Companies Act, 2013 and Rules thereunder.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository

Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

19. Members may also note that the Notice of the 25th AGM and the Annual Report for FY 2017-18 is available on the Company's website www.ashokabuildcon.com. The physical copies of the documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays & Sundays, up to the date of Annual General Meeting. Members who require communication in physical copies, in addition to e-communication or have any other queries, may write to us at investors@ashokabuildcon.com.
20. The Investors, who have not yet encashed / claimed the Dividend, are requested to encash/claim the Dividend by corresponding with The Registrar and Share Transfer Agent and Company Secretary. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will, in terms of Section 124 of the Companies Act, 2013, be transferred to the "Investor Education and Protection Fund". The Company has sent reminders to Members to encash unpaid/unclaimed dividends. The details of unclaimed dividend are given in note no. 27 below
21. Investors holding the shares in physical form should provide the National Electronic Clearing Service (NECS) mandate to the Company's R&TA and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from Company and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company's R&TA in case of shares held in physical form and to the DP in case of shares held in demat form.
22. With a view to utilise natural resources optimally and responsibly, we request shareholders to update their email address, with their Depository Participant to enable the Company to send communications electronically.
23. The Annual Report 2017-18 is being sent through electronic mode only to the members whose email address is registered with the Company / Depository Participant/(s), unless any member has requested for a physical copy of the Report. For members who have not registered their email address, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.
24. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through electronic voting service facility arranged through Instavote platform by Link Intime India Private Limited. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
25. The Notice of the 25th AGM and instructions for e-voting, along with Attendance Slip and Proxy form is being sent through electronic mode to all members whose email address is registered with the Company / Depository Participant/(s), unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the documents are being sent by the permitted mode.
26. The Board of Directors of the Company has appointed M/S S. Anantha & Ved LLP, Company Secretaries, Mumbai as the Scrutinizer for conducting the e-voting & Ballot process for the AGM in a fair & transparent manner.
27. The details of the un-encashed/unclaimed above-mentioned Dividend are as under:

Type and year of Dividend declared/paid	Unclaimed unencashed Dividend as on March 31, 2018 (Amount in Rs.)	Date of Declaration of Dividend	Due date of transfer to Investor Education and Protection Fund
Interim Dividend - FY 2012-13	15,112.00	January 30, 2013	March 6, 2020
Final Dividend - FY 2012-13	14,522.00	June 24, 2013	July 29, 2020
Interim Dividend - FY 2013-14	19,280.10	February 7, 2014	March 14, 2021
Final Dividend - FY 2013-14	15,608.00	August 26, 2014	September 30, 2021
Interim Dividend - FY 2014-15	68,835.90	January 30, 2015	March 6, 2022
Final Dividend - FY 2014-15	16,723.00	September 9, 2015	October 14, 2022
Interim Dividend - I FY 2015-16	70,251.30	January 22, 2016	February 26, 2023
Interim Dividend - II FY 2015-16	51,898.40	March 7, 2016	April 11, 2023
Interim Dividend - FY 2016-17	61,790.40	January 23, 2017	February 27, 2024
Final Dividend - FY 2016-17	73,615.20	September 30, 2017	November 4, 2024
Interim Dividend - FY 2017-18	14,97,19,048.80	March 20, 2018	April 24, 2025

28. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) with respect to the Director, seeking re-appointment is as under:

Name of the Director	Mr. Satish D. Parakh (DIN : 00112324)
Date of birth	24-10-1958
Age	59 Years
Date of Appointment	13-05-1993
Brief Resume of the Director including nature of expertise in specific functional areas	Mr. Satish D. Parakh, aged 59 years, is B. E. – Civil by qualification.
No. of shares held in the Company as on March 31, 2018	3936065 (2.10%)
Remuneration for F.Y. 2017-18	Rs.420.68 Lakh
Directorships (Excluding alternate directorship, directorships in foreign companies and companies under Section 8 of the Companies Act, 2013.	Ashoka Buildcon Ltd. Ashoka-DSC Katni Bypass Road Ltd. Ashoka Concessions Ltd. GVR Ashoka Chennai ORR Ltd. Ashoka Kharar Ludhiana Road Limited Ashoka Promoters Pvt. Ltd. Ashoka Premises Pvt. Ltd. Ashoka Nirmitti Pvt. Ltd. Ashoka Industrial Park Pvt. Ltd. Shree Sainath Land & Development (India) Pvt. Ltd. Indo Global Warehousing & Services Pvt. Ltd. Urjayant Estate Pvt. Ltd. Ashoka Vanrai Developments Pvt. Ltd. Blue Feather Infotech Pvt. Ltd. Ashoka Universal Academy Pvt. Ltd.
Chairman/Member of the Committee of Board of Directors as on March 31, 2018	
A. Audit Committee;	Ashoka Concessions Limited – Chairman
B. Stakeholders Relationship Committee	Nil
Inter-se relationship between the Directors	Mr. Satish Parakh is not related to any Director.
No. of Board Meeting attended during F.Y. 2017-18	Six (6)

Instructions for shareholders to vote electronically:

- **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

The instructions for shareholders voting electronically are as under:

1. The voting period begins on **September 16, 2018 at 9.30 a.m.** and ends on **September 18, 2018 at 5.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **September 12, 2018** may cast their vote electronically. The e-voting module shall be disabled by Instavote for voting thereafter.
2. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
3. Click on “Login” tab, available under ‘Shareholders’ section.
4. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
5. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

6. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address.

Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

● **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- On the voting page, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
- If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

● **General Guidelines for shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF,

NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No. 4

On the recommendation of the Audit Committee, the Board of Directors has appointed M/s CY & Associates, Cost Accountants, Nashik, as the Cost Auditor pursuant to Section 148 of Companies Act, 2013 to conduct the audit of the cost records of the Company for the financial year 2018-19 in respect of RMC & related products manufactured and infrastructure services provided by the Company and has fixed a remuneration not exceeding Rs.5,40,000/- (Rupees Five Lakh Forty Thousand only) plus applicable taxes and reimbursement of actual out of pocket expenses as may be incurred by the Cost Auditors.

Your Company has received consent from M/s CY & Associates, Cost Accountants, to act as the Cost Auditors of your Company for the financial year 2018-19 along with certificate confirming their independence. As required under the Companies Act, 2013, the resolution seeking members’ approval for the ratification of the remuneration payable to the Cost Auditors forms part of the notice convening Annual General Meeting.

The resolution seeks the ratification of the remuneration payable to the Cost Auditor in terms of Rule 14 (a) of Companies (Audit and Auditors) Rules, 2014 as approved by the Board of Directors of the Company at its meeting held on May 29, 2018.

None of the Directors and Key Managerial Persons and their relatives are concerned or interested in the resolution, Financially or otherwise.

The Board recommends the resolution as set out at Item No. 04 for approval by the members as an Ordinary Resolution.

Copy of all the documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays & Sundays from the date hereof up to the date of the AGM.

For and on behalf of the Board

Sd/-

(ASHOK KATARIYA)
Chairman
(DIN: 00112240)

Place: Mumbai
Date : May 29, 2018

Route Map of Venue of AGM

