



ASHOKA BUILDCON LIMITED

Regd. Office: S. No. 861, Ashoka House, Ashoka Marg, Nashik – 422 011, Maharashtra

Tel.: 0253-3011705; Fax: 0253-2236704; E-Mail: investors@ashokabuildcon.com

Website: www.ashokabuildcon.com; CIN: L45200MH1993PLC071970

Notice of Postal Ballot

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Companies Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, that the Company is seeking consent / approval of the Members of the Company, to pass the proposed resolutions as set out below, by means of Postal Ballot:

1. Adoption of new set of Articles of Association of the Company as per Companies Act, 2013;
2. Alteration of Main Object Clause of the Memorandum of Association of the Company; and
3. Amendment to Clause III (B) and Clause III (C) of the Memorandum of Association of the Company.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form, for your consideration.

The Company has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014 appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner

Pursuant to Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed and pursuant to the provisions of Section 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer.

The e-voting facility is available at the link: <https://www.evotingindia.com> from 9.30 a.m. onwards on 11th November, 2015 till 10th December, 2015 upto 5.00 p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed and signed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e., 5.00 p.m. on 10th December, 2015, failing which it will be treated as if no reply has been received from the concerned Member(s).

The Scrutinizer will submit his report to the Company after the completion of the scrutiny on 11th December, 2015. The results of the Postal Ballot will be declared on or before 12th December, 2015, at the Registered Office of the Company and will be displayed along with the Scrutinizer's report, on the website of the Company (www.ashokabuildcon.com) besides being communicated to BSE and NSE. The result of the Postal Ballot will also be displayed at the Registered Office of the Company. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

Item No. 1.

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

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

"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."

Item No. 2.

To alter Main Object Clause of the Memorandum of Association of the Company

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

"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 sub-clause 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.
- 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.

Item No. 3.

Amendments to Clause III (B) and Clause III (C) of the Memorandum of Association of the Company:

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

“**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.,

45. To Promote, own, acquire, set up, erect, build, install, commission, construct, establish, maintain, improve, manage, operate, alter, control, take on hire/ lease, carry out and run all necessary hydro and power sub-stations, to acquire concession or licenses, granted by or to enter into contracts with the Government of India, or any State Government, Municipal, or Local Authority or Statutory body, Company or person in or outside India for the construction and maintenance of any electric installation or the generation, production, transmission or use of electricity, construction and maintenance of any waterways / railways installation or the use of the said means for transportation, communications, storage and distribution.

46. To build, erect, construct, operate on Design-Build-Finance- Maintain-Operate-Transfer (DBFMOT), Build-Operate-Transfer (BOT) or Build-Own-Lease-Transfer (BOLT) basis, Build-Own-Operate-Transfer (BOOT), basis or on any other basis as per the prevailing rules and regulations from time to time, repair, execute, develop, maintain, lease, transfer infrastructural projects including roadways, bridges, dams, docks, harbours, power projects for generation, transmission or distribution of energy using conventional and non-conventional and renewable sources, canals, collection and disposal of solid waste, or any kind of work for and on behalf of Government, Semi-government, NGOs or bodies corporate or individuals.

47. To provide information and guidance on governmental policies and regulations and to assist in obtaining various consents, approvals from Government or other authorities or agencies of the Government or other authorities, which may be required for establishing an undertaking and/or in its diversification, expansion.

48. To negotiate loans of every description, to discount or arrange and negotiate international export credits, import credits, buyers and sellers credit worldwide and to arrange finance for projects in India and/or abroad.

49. To give advice on or to offer, give, take circulate and/or otherwise organize, accept or implement any takeover bids, mergers, amalgamations, acquisitions, diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not, by acquisition of shares or assets and

liabilities and whether as a going concern or as a part of the concern or otherwise as may be required having regard to business exigencies and to promote or procure incorporation formation or setting up of concerns and undertakings whether as company, body corporate, partnership or any other association of persons for engaging in any industrial, commercial or business activities.

50. To acquire and hold one or more memberships in stock / security exchanges, trade associations, commodity exchanges, clearing houses or association or otherwise in India or any part of the world, to secure membership privileges there from and to acquire and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, security dealer or commodity dealers or any other association, membership of which will or is likely in any way of facilities the conduct of the Company's business.

“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.”

By order of the Board of Directors of
For Ashoka Buildcon Limited

Place: Mumbai
Date: November 06, 2015

Manoj A Kulkarni
Company Secretary
(FCS 7377)

Registered Office:
S.No. 861, “Ashoka House”
Ashoka Marg, Vadala, Nashik - 422 011

The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013

Item No. 1

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

The existing Articles of Association (“AoA”) of the Company, as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted pursuant to the provisions from time to time, over the past several years. The references to specific Sections of the Companies Act, 1956 may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the Companies stand notified, it is proposed to amend existing Articles of Association to align with the provisions of the Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table “F” to Schedule I to the Companies Act, 2013 which sets out model articles of association for a company limited by shares.

While some of the Articles of the existing Articles of Association of the Company require alterations or deletions, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles as the Articles of Association of the Company. As per the provisions of Section 14 of the Companies Act, 2013, a Company cannot, except with the approval of the members, alter its Articles of Association. Members’ approval is therefore sought by means of postal ballot to adopt new set of Articles of Association by substitution of existing Articles of Association.

The proposed new draft of the Articles of Association shall be available for inspection at the Registered Office of the Company on all working days except Saturday and Sunday between 11.00 a.m. and 1.00 p.m.

None of the Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders through postal ballot.

Item No. 2

To alter Main Object Clause of the Memorandum of Association of the Company

Your Company is one the major infrastructure developers in the Country and mainly engaged in Roads and Highways infrastructure. In order to rationalize and enlarge the main objects and In view of the opening up of various opportunities in the other sectors of Infrastructure, your company intends to equip itself to enter into such other sectors of infrastructure on the possibilities of viable opportunities from time to time. To equip itself to venture in those sectors, your Directors propose to amend the main objects clause by altering existing clause and also to insert new clauses subject to approval of the members of the Company.

The Draft MOA shall be available for inspection at the Registered Office of the Company on all working days except Saturday and Sunday between 11.00 a.m. and 1.00 p.m.

None of the Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders through postal ballot.

Item No. 3

Amendment to Clause III (B) and Clause III (C) of the Memorandum of Association of the Company:

With the enactment of the Companies Act, 2013, it is considered expedient to amend the Clauses of the existing Memorandum of Association in accordance with the requirements under the Companies Act, 2013. In terms of Section 4(1)(c) of the Companies Act, 2013, the Memorandum of Association of a company is to state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirement of separately indicating the 'main objects', 'incidental or ancillary objects' and 'other objects' under the erstwhile legislation has been changed. Accordingly, it is proposed to replace the existing heading 'incidental or ancillary objects' of Clause III (B) to 'Matters which are necessary for furtherance of the Objects specified under Clause III(A)' and to delete the Clause III (C) 'Other Objects' and the sub-clauses No.45 to 94 appearing under the said 'Other Objects'.

Further two new sub-clauses Nos. 45 to 46 are proposed to be inserted and existing sub-clauses Nos. 45, 89, 90 and 93 respectively under Clause III (C) 'Other Objects' of the Memorandum of Association of the Company to be moved after the sub-clause No. 46 appearing under Clause III (B) in the existing Memorandum of Association of the Company.

The alteration of the Object Clause of the Memorandum of Association of the Company needs approval of shareholders of the Company vide Special Resolution.

Further, revised set of draft Memorandum of Association after incorporating the above amendments as approved by the Board is available for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 a.m. and 1.00 p.m.

None of the Directors, Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned, financially or otherwise, in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 3 of the accompanying Notice for approval of the members through Postal Ballot.

By order of the Board of Directors of
For Ashoka Buildcon Limited

Place: Mumbai
Date: November 06, 2015

Manoj A Kulkarni
Company Secretary
(FCS 7377)

Registered Office:
S.No. 861, "Ashoka House"
Ashoka Marg, Vadala, Nashik - 422 011

NOTES:

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out material facts and reasons for the proposed Special Businesses is annexed hereto.
2. The Company has appointed Mr. S. Anantha Rama Subramanian, Practicing Company Secretary, FCS: 4443, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Notice of the Postal Ballot alongwith the Postal Ballot Form with the self-addressed Business Reply Envelope is enclosed for use of the Member. The same will be sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on Friday, November 6, 2015. The Members who have registered their e-mail IDs for receipt of documents in electronic mode will be sent by e-mail. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on November 6, 2015.
4. Members can also download the Postal Ballot Form from the link <https://www.evotingindia.com> or www.ashokabuildcon.com or seek duplicate Postal Ballot Form from M/s. Link Intime (India) Private Limited, Registrar & Transfer Agents, C-13, Pannalal Silk Mill Compound, LBS Marg, Bhandup (West), Mumbai - 400 078.
5. The results of the Postal Ballot shall be declared by the Chairman, or in his absence by the Company Secretary, or any other person so authorised by the Chairman on 12th December, 2015 at 5.00 p.m. at the Registered office of the Company at Ashoka House, Ashoka

Marg, Nashik – 422 011, Maharashtra, India, and the resolutions will be taken as passed effective on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution. Members who wish to be present at the venue of at the time of declaration of the result are welcome to do so. The results of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on website of the company (www.ashokabuildcon.com) and will also be informed to the Stock Exchanges.

6. Any query/grievance may please be addressed to Mr. Manoj Kulkarni, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: investors@ashokabuildcon.com or Tel.: **0253-3011705** or Facsimile: **0253-2236704**.
7. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 1.00 p.m. upto the date of declaration of the Postal Ballot Results.
8. Members are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- a) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) The shareholders should log on to the e-voting website www.evotingindia.com.
- c) Click on Shareholders.
- d) Now Enter your User ID
 1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s) **In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.**
- b) In case of members receiving the physical copy:
Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- c) The voting period begins on 11th November, 2015 (9.30 a.m.) and ends on 10th December, 2015 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on date 6th November, 2015, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- d) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.



ASHOKA BUILDCON LIMITED

Regd. Office: S. No. 861, ASHOKA HOUSE, ASHOKA MARG, WADALA, NASHIK – 422 011

Tel.: 91 253 3011705; Fax: 91 253 2236704; E-Mail: investors@ashokabuildcon.com

Website: www.ashokabuildcon.com CIN: L45200MH1993PLC071970

Postal Ballot Form

(To be returned to Scrutinizer appointed by the Company)

Sr. NO

1. Name & Registered Address of the Sole/first named Member :
2. Name(s) of the Joint Holder(s),if any :
3. Registered Folio No. / DPID No. / Client ID No.*
(*Applicable to investors Holding shares in demat Form) :
4. No. of Equity Shares held :
5. I/We hereby exercise my/our vote in respect of resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated **6TH November 2015** by conveying my/our assent or dissent to the said resolution by placing the (√) mark at the appropriate box below.

| Description | No. of Share(s) | I/We assent to the Resolution | I/We dissent to the Resolution |
|---|-----------------|-------------------------------|--------------------------------|
| Special Resolution for Adoption of new set of Articles of Association of the Company as per Companies Act, 2013 | | | |
| Special Resolution for alteration of Main Object Clause of the Memorandum of Association of the Company | | | |
| Special Resolution for amendment to Clause III (B) and Clause III (C) of the Memorandum of Association of the Company | | | |

Place:

Date:

Signature of the Shareholder(s)

Electronic Voting Particulars

| EVSN (Electronic Voting Sequence Number) | User ID | *Password |
|---|---------|-----------|
| | | |

***Only Members who have not updated their PAN with the company/Depository Participant shall use default PAN in the PAN filed.**

Note:

(i) Kindly read the instructions printed overleaf before exercising the vote through this form or e-voting.

(ii) Last date for receipt of Postal Ballot Forms by Scrutinizer: Thursday, December 10, 2015 up to 5.00 p.m.

(iii) Postal ballot forms received after that date will be treated as if the reply from such Member(s) has not been received.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Thursday, December 10, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 5.00 p.m. on Thursday, December 10, 2015.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, November 6, 2015.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will be displayed on the website of the Company: www.ashokabuildcon.com and also published in the newspaper(s) for the information of the Members.

The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.