

To
The Manager
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers,
Dalal Street, Mumbai – 400 001

To
The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

October 8, 2015

Subject: Proceedings of 22nd Annual General Meeting

Please find enclosed herewith copy of the minutes of 22nd Annual General Meeting of Ashoka Buildcon Limited held on September 9, 2015.

This is pursuant to clause 31(d) of the Listing Agreement.

Kindly take the same on your records.

Thanking you,

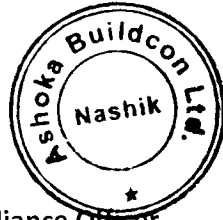
Yours Sincerely,

For Ashoka Buildcon Limited


(Manoj A. Kulkarni)

Company Secretary & Compliance Officer
ICSI M. No. FCS – 7377

Address : 3, Dattakripa Apt., Kathe Galli, Dwarka, Nashik – 422 011.



Encl : As above

MINUTES OF TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF ASHOKA BUILDCON LIMITED HELD ON WEDNESDAY, SEPTEMBER 09, 2015 AT 12.15 P.M. AT HOTEL EXPRESS INN, PATHARDI PHATA, MUMBAI AGRA ROAD, NASHIK – 422 010

DIRECTORS PRESENT

- | | |
|---------------------------|---|
| 1. Mr. Ashok M. Katariya | Chairman & Member |
| 2. Mr. Satish D. Parakh | Managing Director & Member |
| 3. Mr. Sanjay P. Londhe | Whole-Time Director & Member |
| 4. Mr. Milap Raj Bhansali | Whole-Time Director |
| 5. Mr. Michael Pinto | Independent Director & Member |
| 6. Mr. Gyan Chand Daga | Independent Director & Chairman – Audit Committee |

IN ATTENDANCE:

Mr. Manoj A. Kulkarni - Company Secretary

Mr. Paresh Mehta - Chief Financial Officer

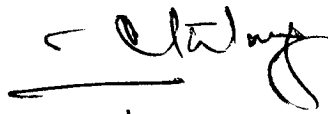
Mr. Murtuza Vajih - Partner M/s. M. P. Chitale & Co., Chartered Accountants, Statutory Auditors of the Company

Mr. S. Anantha Rama Subramanian - Practising Company Secretary (FCS: 4443, CP No.: 1925) - Secretarial Auditor and Scrutiniser to the AGM

The Chairman announced that the following Documents & Registers were available for inspection by Members:

- I. Board's Report along with Secretarial Audit Report for the financial year ended March 31, 2015;
- II. The Audited Accounts and Auditors' Report for the financial year ended March 31, 2015;
- III. The Proxy Register with 10 (Ten) Proxies lodged with the Company for 22nd Annual General Meeting of the Company;
- IV. The Register of Contracts or arrangements with related parties;
- V. The Register of Directors' Shareholding; and
- VI. Auditors' Certificate in respect of Employees Stock Option Plan of the Company.

Mr. Ashok Katariya, Chairman took the Chair and presided over the Meeting. He informed that 50 Members representing 74650087 (39.90%) Equity shares were present in person at the meeting. 8 members representing 29984235 (16%) Equity shares were represented by proxies.



The Requisite quorum being present he ordered the Meeting to start by extending warm welcome to the Members attending the meeting. He introduced the Directors of the Company present on the Dais.

With the permission of the members, the Notice convening the meeting, along with the Board's Report and the Audited Accounts for the financial year ended March 31, 2015, which had already been circulated, were taken as read.

The Chairman then addressed the Shareholders and delivered his speech.

He apprised the Members that Mr. Sharad Abhyankar, Mr. Albert Tauro and Ms. Sunanda Dandekar, Independent Directors could not remain present due to personal exigencies.

The Chairman requested the Company Secretary to read the Auditors' Report.

The Company Secretary further apprised the Members that since there are no qualifications, observations, comments in the Auditors Report adversely affecting the functioning of the Company, the Auditors' Report need not be read. He further read the observations as mentioned in the report of the Secretarial Auditor and necessary explanation with respect to the observation was provided.

Mr. Satish Parakh, Managing Director, made a presentation on company's performance for the year 2014-15.

The Chairman then invited the queries from the Members on the Financial Statements. The queries raised by the Members were replied adequately.

The Company Secretary further informed that as per provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the (Management and Administration) Rules, 2014, the Company had provided the e-voting facility from Sunday, September 6, 2015 (9.00 a.m.) to Tuesday, September 8, 2015 (5.00 p.m.) to the Members of the Company in respect of the business to be transacted at the Annual General Meeting. Shri S. Anantha Rama Subramanian, Practicing Company Secretary was appointed as the scrutinizer by the Board for scrutinizing the e-voting process and voting through ballot forms at the Annual General Meeting.

It was informed to the Members present that the Company had made necessary arrangements for a taking poll on all the 10 resolutions, as mentioned in the notice convening the Annual General Meeting, for those Members who were present at the meeting but who had not cast their votes earlier through e-voting. It was also brought to the attention of the Members that those Members who had already voted electronically, were not eligible to vote again through ballot form.

The Company Secretary then read the following resolutions which were proposed and seconded by the Shareholders as follows:

A handwritten signature in black ink, appearing to be 'S. Anantha Rama Subramanian', is written over a horizontal line.

ORDINARY BUSINESS

1. ADOPTION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS

Mr. Pramod Puranik (DPID-Client ID 1201580000059622) proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Umesh Somani (DPID-Client ID 1201090700001741)

"RESOLVED THAT the Audited standalone and consolidated financial statements of the Company including the Balance Sheet as at March 31, 2015 and the statement of Profit and Loss and the Cash flow statement for the year ended on that date along with the notes to the financial statements and the reports of the Board of Directors and Auditors thereon as placed before the Meeting, be and are hereby approved and adopted."

2. DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES

Mr. Milind Shah (DPID-Client ID 1204200000156201) proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Sanjay Burad (DPID-Client ID 1204200000118632)

"RESOLVED THAT the final dividend at the rate of Rs. 0.70 per share be paid on 18,70,77,541 equity shares of Face Value Rs. 5/- each, fully paid, for the year ended March 31, 2015 to the members of the Company whose names appeared in the Register of Members of the Company and Register of Beneficial Owners maintained by the depositories as on August 31, 2015."

3. APPOINTMENT OF MR. ASHOK KATARIYA (DIN: 00112240), AS DIRECTOR LIABLE TO RETIRE BY ROTATION

Mr. Chandrashekhar Kulkarni (DPID-Client ID IN30302861648173) proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Pramod Aparajit (DPID-Client ID IN30082910207802)

"RESOLVED THAT Mr. Ashok Katariya, (DIN 00112240) Director, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

4. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS

Mr. Mahendra Kothari (DPID-Client ID 1201700000241370) proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Keshav Pawar (DPID-Client ID 1207100000048940)

"RESERVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee and the Board of Directors, and pursuant to



the resolution passed by the Members at the Annual General Meeting held on August 26, 2014, approving the appointment of M/s M. P. Chitale & Co., Chartered Accountants, Mumbai, (Firm Registration No. 101851 W), as the Statutory Auditors of the Company for a period of 3 Financial Years i.e., Financial Year 2014-15 to 2016-17, the holding of office by M/s. M. P. Chitale & Co., Chartered Accountants, Mumbai, as the Statutory Auditors of the Company upto the conclusion of AGM for the financial year 2016-17 be and is hereby ratified on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

5. **RE-APPOINTMENT OF MR. ASHOK KATARIYA AS WHOLE-TIME DIRECTOR, (DIN: 00112240) DESIGNATED AS THE CHAIRMAN, FOR A PERIOD OF FIVE (5) YEARS W.E.F. APRIL 1, 2015**

Mr. Chandrashekhar Kulkarni (DPID-Client ID IN30302861648173) proposed the following Resolution as an Ordinary Resolution which was seconded by Mr. Mahendra Kothari (DPID-Client ID 1201700000241370).

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashok M. Katariya as the Whole-time Director of the Company, designated as the Chairman, for a period of Five (5) years with effect from April 1, 2015 upon such terms and conditions and at the remuneration as mentioned in the explanatory statement forming part of this notice with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Ashok M. Katariya.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

6. **RE-APPOINTMENT OF MR. SATISH PARAKH AS A MANAGING DIRECTOR FOR A PERIOD OF FIVE (5) YEARS W.E.F. APRIL 1, 2015**

Mr. Pramod Puranik (DPID-Client ID 1201580000059622) proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Pramod Aparajit (DPID-Client ID IN30082910207802).



“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Satish D. Parakh as Managing Director of the Company, for a period of Five (5) years with effect from April 1, 2015 upon such terms and conditions and at the remuneration as mentioned in the explanatory statement forming part of this notice with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Satish D. Parakh.”

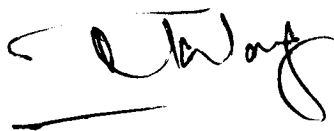
“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

7. RE-APPOINTMENT OF MR. SANJAY LONDHE (DIN: 00112604) AS WHOLE-TIME DIRECTOR FOR A PERIOD OF FIVE (5) YEARS W.E.F. APRIL 1, 2015

Mr. Pramod Aparajit (DPID-Client ID IN30082910207802) proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Sanjay Burad (DPID-Client ID 1204200000118632).

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay P. Londhe as Whole-time Director of the Company, for a period of Five (5) years with effect from April 1, 2015 upon such terms and conditions and at the remuneration as mentioned in the explanatory statement forming part of this notice with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Sanjay P. Londhe.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.



8. TO REVISE THE REMUNERATION PAYABLE TO MR. MILAPRAJ BHANSALI (DIN: 00181897) AS WHOLE-TIME DIRECTOR FOR THE YEAR FINANCIAL YEAR 2015-16

Mr. Ganesh Shouche (DPID 1201090700202111) proposed the following Resolution as an Ordinary Resolution which was seconded by Mr. Mahendra Kothari (DPID-Client ID IN30082910358293).

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded to revise the remuneration payable to Mr. Milapraj Bhansali as the Whole-time Director of the Company, with effect from April 1, 2015 to March 31, 2016, upon such terms and conditions and at the remuneration as mentioned in the explanatory statement forming part of this notice with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Milapraj Bhansali.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.

9. RATIFICATION OF REMUNERATION PAYABLE TO M/S CY ASSOCIATES, COST ACCOUNTANTS FOR THE FINANCIAL YEAR 2015-16

Mr. Sanjay Burad (DPID-Client ID 1204200000118632) proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Chandrashekhar Kulkarni (DPID-Client ID IN30302861648173)

"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) Rules, 2014 including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force), M/s CY Associates, Cost Accountants, (Firm Registration No. 000334) be and are hereby appointed as Cost Auditors for conducting audit of the Cost Records of the Company, for the financial year ending March 31, 2016, be paid remuneration not exceeding Rs.5,15,000/- (Rupees Five Lacs Fifteen Thousand only) excluding 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 for the financial year 2015-16.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

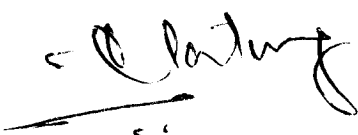
10. **Consent for material related party transactions / contracts / arrangements entered into by the Company with Related Parties on or before March 31, 2014 (upto April 17, 2014) and continuing for execution & implementation beyond March 31, 2015**

Mr. Mahendra Kothari (DPID-Client ID 1201700000241370) proposed the following resolution as a Special Resolution which was seconded by Mr. Ganesh Shouche (DPID-Client ID 1201090700202111).

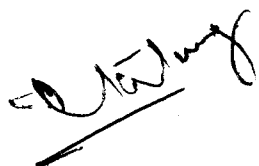
"RESOLVED THAT pursuant to :

- (a) Clause 49(VII) and other applicable provisions, if any, of the Equity Listing Agreement including any amendments thereto;
- (b) applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules issued thereunder (including any statutory modification(s), amendment(s) and re-enactments thereof); and
- (c) any other requisite consents, sanctions, approvals and permissions, as may be necessary under any other applicable laws, consent of the Members of the Company be and is hereby accorded to the following material related party transactions / contracts / arrangements entered into by the Company with such Related parties on or before March 31, 2014 (up to April 17, 2014), and continuing for execution & implementation beyond March 31, 2015, given below:

Sr. No.	Name of Related Party	Nature, Amount and Material terms and particulars of material transactions /contracts / arrangements	Amount Rs. (Cr.)
SUBSIDIARIES			
1	Ashoka Highways (Bhandara) Limited	EPC Contract for major maintenance of the Road. The duration is upto March 31, 2016.	54.00
2	Ashoka Highways (Durg) Limited	EPC Contract for major maintenance of the Road. The duration is upto June 30, 2017.	56.00
3	Ashoka Highways (Bhandara) Limited	Corporate Guarantee issued to IDFC Limited for securing repayment of Project Loan availed.	329.00



Sr. No.	Name of Related Party	Nature, Amount and Material terms and particulars of material transactions /contracts / arrangements	Amount Rs. (Cr.)
4	Ashoka Highways (Durg) Limited	Corporate Guarantee issued to IDFC Limited for securing repayment of Project Loan availed.	405.00
5	Ashoka Belgaum Dharwad Tollway Limited	Corporate Guarantee issued to IDFC Limited for securing repayment of Project Loan availed.	30.00
6	Ashoka GVR Mudhol Nipani Roads Limited	Corporate Guarantee issued to HDFC Bank Limited for securing repayment of Project Loan availed.	280.00
7	Ashoka GVR Mudhol Nipani Roads Limited	Loans given for principal business repayable on demand.	0.384
8	Ashoka Highways (Bhandara) Limited	Loans given for principal business repayable on demand.	14.10
9	Ashoka Highways (Durg) Limited	Loans given for principal business repayable on demand.	24.00
10	Ashoka Highways (Bhandara) Limited	Performance Bank Guarantee (BG) given to Lenders which will expire on April 18, 2016	50.00
11	Ashoka Highways (Durg) Limited	a) BGs given to Lenders for DSRA which expired on June 26, 2015 b) BGs given to Lenders for DSRA which will expire on April 28, 2016.	14.00 14.55
12	Ashoka Pre-Con Private Limited	Performance Bank Guarantee (BG) given to employer viz. Shirpur Power Private Limited, which will expire on August 30, 2015.	0.23
13	Ashoka Belgaum Dharwad Tollway Limited	BGs given to Lenders for DSRA which expired on June 22, 2015 and fresh BG issued which will expire on April 10, 2016.	16.76
14	Ashoka Concessions Limited	BG given to NHAI as Earnest Money Deposit for submission of Bid	18.86
JOINT VENTURES			
1	Abhijeet Infrastructure Limited (JV) Ashoka Private	Corporate Guarantee given to IDFC Limited for securing repayment of Project Loan availed by JV in the year 2007.	43.00
2	GVR Ashoka Chennai ORR Limited	Corporate Guarantee issued to IDFC Limited for securing repayment of Project Loan availed.	62.50
3	Ashoka Valecha JV	Loans given for principal business repayable on demand.	0.058



RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee thereof be and is hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto”

The ballot forms were distributed among the members to enable them to cast their votes. The empty ballot box was shown to the members to enable them to drop the ballot forms after casting the votes. The Chairman requested the members to cast their vote and drop the same in the ballot box and authorised the scrutinizer to conduct and complete the voting process in a fair and transparent manner. After the voting process got completed, the Chairman informed the members present that the scrutinizer would be expected to submit his report within 48 hours from the conclusion of the meeting and the same would be intimated to the stock exchanges and also to be hosted on the Company's website. The Chairman also informed the members that in terms of Secretarial Standard 17.2.2.2, the summary of Scrutinizer would also be recorded in the Minutes Book.

The summary of Scrutinizer Report in terms of Secretarial Standard 17.2.2.2 is enclosed as Annexure 1.

11. VOTE OF THANKS

Mr. Paresh Mehta, Chief Financial Officer of the Company, then presented Vote of thanks to the Chairman, other Directors, Auditors and Shareholders present at the Meeting and declared the 22nd Annual General Meeting as concluded at 01.45 P.M.

Date: 06.10.2015

Place: Nashik


CHAIRMAN

Annexure to the Minutes of 22nd Annual General Meeting of Ashoka Buildcon Limited

Report of the Scrutinizer on the voting by the shareholders of Ashoka Buildcon Limited on the resolutions at the 22nd Annual General Meeting (AGM) by e-voting ('Remote e-voting') and the voting through polling papers (by the shareholder himself or through authorised representative or by proxy attending the AGM)

a) Resolution No. 1: Consider and adopt Audited Financial Statements as at 31st March, 2015 (Standalone and Consolidated) together with reports of Directors' and Auditors' thereon.

Sr. No	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	144	15,72,77,689	100.00	23	51,262	100.00	167	15,73,28,951	100.00
2.	Votes against the Resolution	1	63	0.00	-	-	-	1	63	0.00
3.	Total Valid Votes (1+2)	145	15,72,77,752	100.00	23	51,262	100.00	168	15,73,29,014	100.00
4.	Invalid Votes*	2	69,236	-	1	50	-	3	69,286	-

*Two Folios holding 69,236 equity shares abstained from e-voting.



b) Resolution No.2: Declaration of Final dividend of Re. 0.70 per Equity Share of Rs.5/- each.

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	146	15,73,46,925	100.00	23	51,262	100.00	169	15,73,98,187	100.00
2.	Votes against the Resolution	1	63	0.00	-	-	-	1	63	0.00
3.	Total Valid Votes (1+2)	147	15,73,46,988	100.00	23	51262	100.00	170	15,73,98,250	100.00
4.	Invalid Votes	-	-	-	1	50	-	1	50	-

c) Resolution No. 3: Appointment of Director in place of Mr. Ashok Katariya (DIN: 00112240), who retires by rotation and being eligible, offers himself for re-appointment.

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	143	13,80,79,615	100.00	23	51,262	100.00	166	13,81,30,877	100.00
2.	Votes against the Resolution	1	63	0.00	-	-	-	1	63	0.00
3.	Total Valid Votes (1+2)	144	13,80,79,678	100.00	23	51,262	100.00	167	13,81,30,940	100.00
4.	Invalid Votes*	3	1,92,67,310	-	1	50	-	4	1,92,67,360	-

* Three Folios holding 1,92,67,310 abstained from e-voting

d) Resolution No. 4: Ratification of appointment of M/s M. P. Chitale & Co., Chartered Accountants, Mumbai (Firm Registration No.101851 W) as the Statutory Auditors and fix their remuneration.

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	147	1,57,346,988	100.00	23	51,262	100.00	170	15,73,98,250	100.00
2.	Votes against the Resolution	-	-	-	-	-	-	-	-	-
3.	Total Valid Votes (1+2)	147	1,57,346,988	100.00	23	51,262	100.00	170	15,73,98,250	100.00
4.	Invalid Votes*	-	-	-	1	50	-	1	50	-

e) Resolution No. 5: Re-appointment of Mr. Ashok M. Katariya (DIN 00112240) as Whole-time Director of the Company designated as the Chairman, for a period of five (5) years

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	143	13,78,38,990	100.00	23	51,262	100.00	166	13,78,90,252	100.00
2.	Votes against the Resolution	1	63	0.00	-	-	-	1	63	0.00
3.	Total Valid Votes (1+2)	144	13,78,39,053	100.00	23	51,262	100.00	167	13,78,90,315	100.00
4.	Invalid Votes*	3	1,95,07,935	-	1	50	-	4	1,95,07,985	-

* Three Folios holding 195,07,935 equity shares abstained from e-voting

Ashok M. Katariya

f) Resolution No. 6: Re-appointment of Mr. Satish D. Parakh as Managing Director of the Company, for a period of five (5) years.

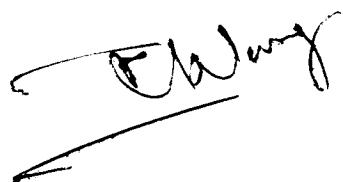
Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	142	13,45,17,530	100.00	23	51,262	100.00	165	13,45,68,792	100.00
2.	Votes against the Resolution	1	63	0.00	-	-	-	1	63	0.00
3.	Total Valid Votes (1+2)	143	13,45,17,593	100.00	23	51,262	100.00	166	13,45,68,855	100.00
4.	Invalid Votes*	4	2,28,29,395	-	1	50	-	5	2,28,29,445	-

* Four Folios holding 2,28,29,395 equity shares abstained from e-voting

g) Resolution No. 7: Re-appointment of Mr. Mr. Sanjay P. Londhe (DIN 00112604) as Managing Director of the Company, for a period of five (5) years.

Sr. No.	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	143	15,66,29,599	100.00	23	51,262	100.00	166	15,66,80,861	100.00
2.	Votes against the Resolution	1	63	0.00	-	-	-	1	63	0.00
3.	Total Valid Votes (1+2)	144	15,66,29,662	100.00	23	51262	100.00	167	15,66,80,924	100.00
4.	Invalid Votes*	3	7,17,326	-	1	50	-	4	7,17,376	-

* Three Folios holding 7,17,326 equity shares abstained from e-voting



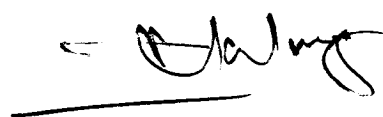
h) Resolution No. 8: Revision of the remuneration payable to Mr. Milapraj Bhansali as the Whole-time Director of the Company w.e.f. April 1, 2015 to March 31, 2016.

Sr. No	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	145	15,71,06,300	100.00	23	5,12,62	100.00	168	15,71,57,562	100.00
2.	Votes against the Resolution	-	-	-	-	-	-	-	-	-
3.	Total Valid Votes (1+2)	145	15,71,06,300	100.00	23	51262	100.00	168	15,71,57,562	100.00
4.	Invalid Votes*	2	2,40,688	-	1	50	-	3	2,40,738	-

* Two Folios holding 2,40,688 equity shares abstained from e-voting

i) Resolution No.9: Ratification and confirmation of the remuneration to be paid to M/s. CY Associates, Cost Accountants, for the financial year ending on March 31, 2016

Sr. No	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	146	15,73,46,925	100.00	23	51,262	100.00	169	15,73,98,187	100.00
2.	Votes against the Resolution	1	63	0.00	-	-	-	1	63	0.00
3.	Total Valid Votes (1+2)	147	15,73,46,988	100.00	23	51262	100.00	170	15,73,98,250	100.00
4.	Invalid Votes*	-	-	-	1	50	-	1	50	-



j) Resolution No. 10: Consent for material related party transactions / contracts / arrangements entered into by the Company with Related Parties on or before March 31, 2014 (upto April 17, 2014) and continuing for execution & implementation beyond March 31, 2015.

Sr. No	Particulars	e-voting ('Remote e-voting')			Voting by Physical Ballot Forms (By Post or in Person)			Total (e-voting + Physical Ballot Forms)		
		No. of members voted	No. of Shares	% of total No. of valid e-votes cast	No. of members voted	No. of Shares	% of total No. of valid physical votes cast	No. of members voted	No. of Shares	% of total valid e-votes + physical votes cast
1.	Votes in favour of the Resolution	89	4,02,29,780	77.51	23	51,262	100.00	112	4,02,81,042	77.53
2.	Votes against the Resolution	30	1,16,72,453	22.49	-	-	-	30	1,16,72,453	22.47
3.	Total Valid Votes (1+2)	119	5,19,02,233	100.00	23	51,262	100.00	142	5,19,53,495	100.00
4.	Invalid Votes*	28	10,54,44,75 5	-	1	50	-	29	10,54,44,80 5	-

* Twenty Eight Folios holding 10,54,44,755 equity shares abstained from e-voting.

