

ASHOKA REFINERIES LIMITED

Reg. Off: Shyam Complex, Ramsagar Para, Raipur (C. G.) 492001
PH-07714036578 FAX – 0771-4036578
CIN NO: L15143CT1991PLC006678

ARL1404/018

27th September, 2016

UPLOAD THROUGH LISTING PORTAL

Department of Corporate Services,
Bombay Stock Exchange Ltd
P. J. Towers, 25th Floor,
Dalal Street,
Mumbai (Maharashtra) 400 001

Dear Sir,

**SUBMISSION OF VOTING RESULTS UNDER CLAUSE 44 (3) OF
SEBI (LODR) REGULATIONS, 2015 AND SCRUTINIZERS REPORT**

This is to inform you that 25th Annual General Meeting (Meeting) of the members of the Company was duly held on 26th September, 2016 at 11.00am at Shyam Complex, Ramsagar Para, Raipur (C. G.) 492001.

We are enclosing herewith a disclosure under Clause 44 (3) of SEBI (LODR) Regulations, 2015 relating to results of voting for 25th Annual General Meeting.

Further, we are also enclosing herewith a Combined Scrutinizer's Report dated 27th September, 2016 related to E-voting and Poll conducted at the Annual General Meeting.

Kindly take the disclosure on record and disseminate the information on the website of the Exchange for the information of all the members and stakeholders.

Yours faithfully,
For, Ashoka Refineries Limited



(Monika Jain)
Company Secretary & Compliance Officer

Enclosure: As stated above

VOTING RESULTS OF ASHOKA REFINERIES LIMITED								
Date of the AGM	26.09.2016							
Total number of shareholders on record date	2737							
No. of shareholders present in the meeting either in person or through proxy:	19							
a. Promoters and Promoter Group	13							
b. Public	6							
No. of shareholders attended through video conferencing	NIL							
Agenda- wise disclosure (to be disclosed separately for each agenda item)								
ORDINARY - Item No. 1: Adoption of Audited Balance Sheet of the Company as on 31st March, 2016 and Profit & Loss Accounts of the Company for the year ended on that date and the Reports of Board of Directors and Auditors								
NIL								
Whether promoter/ promoter group are interested in the agenda/resolution?	NIL							
Resolution required: (Ordinary/ Special)	ORDINARY - Item No. 1: Adoption of Audited Balance Sheet of the Company as on 31st March, 2016 and Profit & Loss Accounts of the Company for the year ended on that date and the Reports of Board of Directors and Auditors							
Category	Mode of Voting	No. of Shares held	No. of Votes	% of the votes polled on O/s Shares	No. of Votes in favour	No. of Votes - against	% of the votes in favour on votes polled	% of the votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and	E-Voting	0	0	0	0	0	0	0
Promoter Group	Poll	710800	710800	100	710800	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	710800	710800	100	710800	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	96200	96200	100	96200	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	96200	96200	100	96200	0	100	0
	Total	807000	807000	100	807000	0	100	0



Resolution required: (Ordinary/ Special) **ORDINARY - Item No.2 : Appointment of a director in place of Shri Sudhir Dixit Director of the Company, who retires by rotation and is eligible for re-appointment.**

Whether promoter/ promoter group are interested in the		YES, MR. SUDHIR DIXIT						
Category	Mode of Voting	No. of Shares held	No. of Votes	% of the votes polled on O/s Shares	No. of Votes in favour	No. of Votes - against	% of the votes in favour on votes polled	% of the votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Group	E-Voting	0	0	0	0	0	0	0
	Poll	685800	685800	100	685800	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	685800	685800	100	685800	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	96200	96200	100	96200	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	96200	96200	100	96200	0	100	0
Total		782000	782000	100	782000	0	100	0

* Mr. Sudhir Dixit holding 25,000 equity shares abstained from voting as he was interested in the resolution



Resolution required: (Ordinary/ Special)		ORDINARY - Item No. 3: Appointment of M/s Sunil Johri & Associates, Chartered Accountants, Statutory Auditors for holding the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.						
Whether promoter/ promoter group are interested in the		NIL						
Category	Mode of Voting	No. of Shares held	No. of Votes	% of the votes polled on O/s Shares	No. of Votes in favour	No. of Votes - against	% of the votes in favour on votes polled	% of the votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and	E-Voting	0	0	0	0	0	0	0
	Poll	710800	710800	100	710800	0	100	0
Promoter Group	Postal Ballot	0	0	0	0	0	0	0
	Total	710800	710800	100	710800	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	96200	96200	100	96200	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	96200	96200	100	96200	0	100	0
	Total	807000	807000	100	807000	0	100	0



Resolution required: (Ordinary/ Special) **ORDINARY - Item No. 4: Appointment of Mr. Ghanshyam Soni as Independent Director.**

Whether promoter/ promoter group are interested in the		NIL						
Category	Mode of Voting	No. of Shares held	No. of Votes	% of the votes polled on O/s Shares	No. of Votes in favour	No. of Votes - against	% of the votes in favour on votes polled	% of the votes against on votes polled
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	0	0		0	0	0	0
	Poll	710800	710800	100	710800	0	100	0
	Postal Ballot	0	0		0	0	0	0
	Total	710800	710800	100	710800	0	100	0
Public- Institutions	E-Voting	0	0		0	0	0	0
	Poll	0	0		0	0	0	0
	Postal Ballot	0	0		0	0	0	0
	Total	0	0		0	0	0	0
Public- Non- Institutions	E-Voting	0	0		0	0	0	0
	Poll	96200	96200	100	96200	0	100	0
	Postal Ballot	0	0		0	0	0	0
	Total	96200	96200	100	96200	0	100	0
	Total	807000	807000	100	807000	0	100	0



Resolution required: (Ordinary/ Special)		ORDINARY - Item No. 5: Adoption of new set of Articles of Association in place of existing Articles of Association Director						
Whether promoter/ promoter group are interested in the Category	Mode of Voting	Whether promoter/ promoter group are interested in the			NIL			
		No. of Shares held	No. of Votes	% of the votes polled on O/s Shares	No. of Votes in favour	No. of Votes - against	% of the votes in favour on votes polled	% of the votes against on votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)]*100}{}$	(4)	(5)	(6) = $\frac{[(4)/(2)]*100}{}$	(7) = $\frac{[(5)/(2)]*100}{}$
Promoter and	E-Voting	0	0	0	0	0	0	0
	Poll	710800	710800	100	710800	0	100	0
Promoter Group	Postal Ballot	0	0	0	0	0	0	0
	Total	710800	710800	100	710800	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	96200	96200	100	96200	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	96200	96200	100	96200	0	100	0
	Total	807000	807000	100	807000	0	100	0

For, Ashoka Refineries Limited



(Monika Jain)

Company Secretary & Compliance Officer

SATISH BATRA & ASSOCIATES

COMPANY SECRETARIES

C-501, 4th Floor, Ashoka Ratan,
Khamardih Road, Shankar Nagar,
Raipur 492001 (C. G.)

27TH September, 2016

The Chairman,
25th Annual General Meeting (AGM),
Ashoka Refineries Limited,
Shyam Complex,
Ramsagarpara,
Raipur - Chhattisgarh

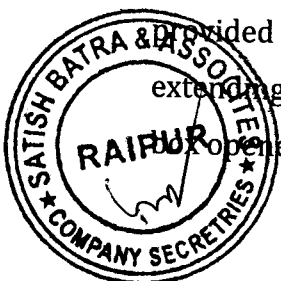
Dear Sir,

**SCRUTINIZER COMBINED REPORT ON E-VOTING AND POLL
PROCESS ANNUAL GENERAL MEETING OF ASHOKA
REFINERIES LIMITED HELD ON 26TH SEPTEMBER, 2016**

I, Satish Kumar Batra, appointed vide Company resolution dated 31st August, 2016 to act as Scrutinizer for the purpose of e-voting and Poll in respect of resolutions proposed to be passed in 25th Annual general Meeting scheduled to be held on 26th September, 2016 am submitting my report.

I declare that I am well-versed with the concept of electronic voting system as prescribed under the rules and the SEBI circular dated 17th April 2014 issued in this regard. I have been getting appointed as Scrutinizer at the General Meetings for e-voting and poll under the provision of the Act read with Rule 21 & 22 of the Companies (Management and Administration) Rules, 2014 for various Companies from time to time.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to e-voting and poll on the resolutions contained in the notice to the Annual General Meeting of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at General Meeting is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting systems provided by Central Depository Services (India) Limited (CDSL) as the Service provider, for extending the facility of Electronic voting to the shareholders of the company and ballot opened by me after



Pursuant to my appointment and the provisions of section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014. I have completed scrutiny of the e-voting and poll process of the AGM. I hereby submit my combined report in compliance of provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 on e-voting and poll process is as under:

1. The Company has completed the dispatch of notices to its members on 1st of September, 2016 through book-post whose e-mail addresses have not been registered either with Company or with RTA. Company has availed services of CDSL for providing e-voting facility. The notices sent to shareholders (both in physical form and electronic form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided of Rule 20 of the Companies (Management and Administration) Rules, 2014.
1. Total shareholders of the Company as on cutoff date i. e. 26th August, 2016 for dispatch of notices were 2738. Total shareholders of the Company as on cutoff date 19th September, 2016 for the voting were 2737.
2. The shareholders had an option to vote on the resolution either in AGM through the physical ballot forms or through remote e-voting facility (<https://www.evotingindia.com/>).
3. All votes casted electronically through CDSL portal from commenced at 10.00 am on Friday, the 23rd September, 2016 and ended at 5.00pm on Sunday, the 25th September, 2016. At the end of the voting period, the voting portal of the service provider was blocked forthwith. CDSL has provided me access to the monitor the process of e-voting. A report generated through CDSL portal forms the basis of my reporting on e-voting by the shareholders.
4. At the AGM, one ballot box was kept for polling and was duly locked in presence of my authorised representative. The locked box was subsequently opened in the presence of Ms. Sikha Agrawal & Ms. Priyanka Athwani two independent person who were not connected to the Company in any manner. Poll papers were duly scrutinized and reconciled with records of the Company / Registrar and Transfer Agent and proxies lodged with the Company.



5. Nil shareholders casted their votes electronically and 19 shareholders casted their vote under poll conducted in the AGM.

6. A consolidated voting result (e-voting and poll) on each resolution are as follows:

a) **AS AN ORDINARY RESOLUTION - ITEM NO. 1**

Adoption of Audited Balance Sheet of the Company as on 31st March, 2016 and Profit & Loss Accounts of the Company for the year ended on that date and the Reports of Board of Directors and Auditors

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	19	8,07,000	100%
Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	NIL	19	8,07,000	100%

b) **AS AN ORDINARY RESOLUTION - ITEM NO. 2**

Appointment of a director in place of Shri Sudhir Dixit Director of the Company, who retires by rotation and is eligible for re-appointment.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	18	7,82,000	96.90%
Dissent	NIL	-	0	0%
Abstain	NIL	1	0	3.10%
Total	NIL	19	8,07,000	100%

c) **AS AN ORDINARY RESOLUTION - ITEM NO. 3**

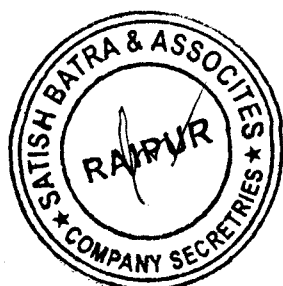
Appointment of M/s Sunil Johri & Associates, Chartered Accountants, Statutory Auditors for holding the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	19	8,07,000	100%
Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	NIL	19	8,07,000	100%

d) **ORDINARY RESOLUTION - ITEM NO. 4**

Appointment of Mr. Ghanshyam Soni as an Independent Director

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	19	8,07,000	100%
Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	NIL	19	8,07,000	100%



e) **SPECIAL RESOLUTION - ITEM NO. 5**

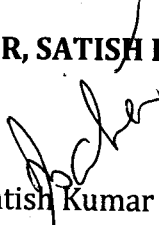
Adoption of new set of Articles of Association in place of existing Articles of Association Director

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	19	8,07,000	100%
Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	NIL	19	8,07,000	100%

*Note: The percentage is based on the votes present for the aforesaid meeting not on total shareholding.

7. Based on consolidation it is found that all the Resolutions as set out in the Notice dated 31st August, 2016 of Annual General Meeting have been duly approved by the shareholders with requisite majority.
8. A separate report has been issued for the result of poll process in form MGT-13 as prescribed under the Act and Rules made thereunder.
9. Accordingly, you may take on record the result of the remote e-voting and poll process in the AGM as detailed above and declare the results.
10. The physical poll papers and electronic data of dissent and assenting are being handed over to the MS. Monika Jain, Company Secretary & Compliance Officer for safe keeping.

FOR, SATISH BATRA & ASSOCIATES


(Satish Kumar Batra)
Practising Company Secretary
Membership No. 1316
PCS No. 2875

