

# ASHOKA REFINERIES LIMITED

Reg. Off: 501, Wallfort Ozone, Fafadih, Raipur (Chhattisgarh) 492001, PH-07714036578  
CIN NO: L15143CT1991PLC006678

26<sup>th</sup> October, 2018

**BY LISTING PORTAL**

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

Dear Sir/Madam,

## **SUBMISSION OF OUTCOME OF THE ANNUAL GENERAL MEETING ALONG WITH SCRUTINERS REPORT**

This is to inform you that 27<sup>th</sup> Annual General Meeting (Meeting) of the members of the Company was duly held on 25<sup>th</sup> October, 2018 at 11.30am at 501, Wallfort Ozone, Fafadih, Raipur (Chhattisgarh) 492001. The meeting commenced at 11.45am and got closed at 12.55pm on the same day.

1. The requisite quorum being present, meeting was called to order.
2. Mr. Surendra Singh Sandhu, a Director of the Company, was elected to the chair.
3. Following Ordinary and Special business as set out in the notice of the meeting were transacted and put to vote at the meeting-
  - i. **ORDINARY RESOLUTION**
    - a. Adoption of Audited Balance Sheet of the Company as on 31st March, 2018 and Profit & Loss Accounts of the Company for the year ended on that date and the Reports of Board of Directors and Auditors.
  - ii. **SPECIAL RESOLUTION**
    - b. Appointment of Shri Tulsiram Sahu as a director of the Company.
    - c. Appointment of Shri Surendra Singh Sandhu as a director of the Company.
    - d. Appointment of Shri Mansoor Ahmed as a director of the Company.





- e. Appointment of Shri Surendra Singh Sandhu as a Managing director of the Company
  - f. Adoption of MOA in order to align with the provisions of Companies Act, 2013.
  - g. Adoption of liability clause of MOA in order to align with the provisions of Companies Act, 2013.
  - h. Adoption of Share Capital clause of MOA in order to align with the provisions of Companies Act, 2013
4. Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (LODR) Regulations, 2015 (Listing Regulations), Company has duly provided the facility of e\_voting to its members through Central Depositories services (India) limited to cast their vote electronically on the resolutions set out in the notice of the meeting.
5. Further, In Line with the provisions of the Companies Act, 2013 and in the terms of the clarification issued by MCA, voting by Show of hands was not permitted at the General Meeting where e-voting has been offered to the shareholders. Therefore, at the meeting voting was conducted by poll.
6. CS Satish Kumar Batra, was appointed as scrutinizer and he has submitted his report dated 26<sup>th</sup> October, 2018. On the basis of his report all the resolutions as set out in the notice of the meeting stood passed by requisite majority and are deemed to be passed on the date of the meeting i. e. on 25<sup>th</sup> October, 2018.

Voting results in the specified Xbrl format is being submitted separately.

Kindly publish the information on the official website of the exchange for the information of the members and other stakeholders.

Yours faithfully,  
For, Ashoka Refineries Limited

  
(Ruppal Padhiar)  
Company Secretary & Compliance Officer



# **SATISH BATRA & ASSOCIATES**

**COMPANY SECRETARIES**

2<sup>nd</sup> Floor, Ashoka Plaza, Ashoka Ratan,  
Khamardih Road, Shankar Nagar,  
Raipur 492001 (C. G.)

26<sup>th</sup> October, 2018

The Chairman,  
27<sup>th</sup> Annual General Meeting (AGM),  
Ashoka Refineries Limited,  
501, Wallfort Ozone, Fafadih  
Raipur - Chhattisgarh

Dear Sir,

**SCRUTINIZER COMBINED REPORT ON E-VOTING AND POLL PROCESS ANNUAL GENERAL MEETING OF ASHOKA REFINERIES LIMITED HELD ON 25<sup>TH</sup> OCTOBER, 2018.**

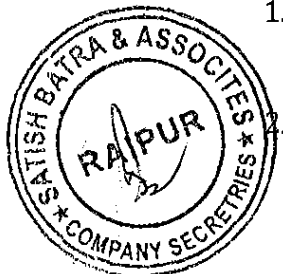
I, Satish Kumar Batra, appointed vide Company resolution dated 24<sup>th</sup> September, 2018 to act as Scrutinizer for the purpose of e-voting and Poll in respect of resolutions proposed to be passed in 27<sup>th</sup> Annual general Meeting scheduled to be held on 25<sup>th</sup> October, 2018 am 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 17<sup>th</sup> 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 box 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 taken an extension to hold its 27<sup>th</sup> Annual general Meeting and accordingly all the compliances have been made.
2. The Company has completed the dispatch of notices to its members on 29<sup>th</sup> September, 2018 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.

3. Total shareholders of the Company as on cutoff date i. e. 18<sup>th</sup> October, 2018 for dispatch of notices were 2743. Total shareholders of the Company as on cutoff date 18<sup>th</sup> October, 2018 for the voting were 2743.
4. The shareholders had an option to vote on the resolution either in AGM though the physical ballot forms or through remote e-voting facility (<https://www.evotingindia.com/>).
5. All votes casted electronically through CDSL portal from commenced at 10.00 am on Monday, the 22<sup>nd</sup> October, 2018 and ended at 5.00pm on Wednesday, the 24<sup>th</sup> October, 2018. 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.
6. 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 Mr. Mahesh Shripal and Ms. Ayushi Agrawal 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.
7. Nil shareholders casted their votes electronically and 15 shareholders casted their vote under poll conducted in the AGM.
8. A consolidated voting result (e-voting and poll) on each resolution are as follows:

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

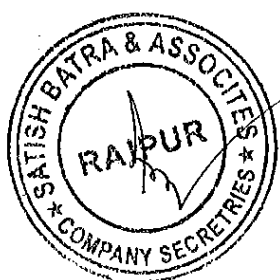
Adoption of Audited Balance Sheet of the Company as on 31st March, 2018 and Profit & Loss Accounts of the Company for the year ended on that date and the Reports of Board of Directors and Auditors.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	15	380900	100%
Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	NIL	15	380900	100%

b) **AS A SPECIAL RESOLUTION - ITEM NO. 2**

Appointment of Shri Tulsiram Sahu as a director of the Company

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	15	380900	100%
Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	NIL	15	380900	100%



- a) **AS A SPECIAL RESOLUTION - ITEM NO. 3**  
Appointment of Mr. Surendra Singh Sandhu, as a Director of the Company

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	14	350900	92.12%
Dissent	NIL	-	0	0%
Abstain	NIL	1	30000	7.88%
Total	NIL	15	380900	100%

\*\* Mr. Surendra Singh Sandhu (a shareholder) being an appointee director was not allowed to vote on the resolution.

- b) **AS A SPECIAL RESOLUTION - ITEM NO. 4**  
Appointment of Mr. Mansoor Ahmed, as a Director of the Company.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	14	373400	98.03%
Dissent	NIL	-	0	0%
Abstain	NIL	1	7500	1.97%
Total	NIL	15	380900	100%

\*\* Mr. Mansoor Ahmed (a shareholder) being an appointee director was not allowed to vote on the resolution.

- c) **AS A SPECIAL RESOLUTION - ITEM NO. 5**  
Appointment of Mr. Surendra Singh Sandhu, as a Managing Director of the Company for a period of five years.

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	14	350900	92.12%
Dissent	NIL	-	0	0%
Abstain	NIL	1	30000	7.88%
Total	NIL	15	380900	100%

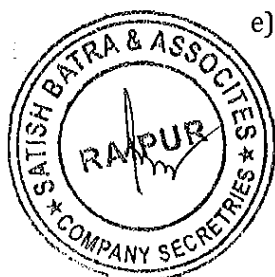
\*\* Mr. Surendra Singh Sandhu (a shareholder) being an appointee director was not allowed to vote on the resolution.

- d) **AS A SPECIAL RESOLUTION - ITEM NO. 6**  
Adoption of MOA in order to align with the provisions of Companies Act, 2013

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	15	380900	100%
Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	NIL	15	380900	100%

- e) **AS A SPECIAL RESOLUTION - ITEM NO. 7**  
Adoption of liability clause of MOA in order to align with the provisions of Companies Act, 2013

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	15	380900	100%



Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	NIL	15	380900	100%

f) **AS A SPECIAL RESOLUTION - ITEM NO. 8**

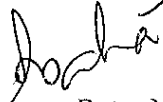
Adoption of Share Capital clause of MOA in order to align with the provisions of Companies Act, 2013

Particulars	Remote e-Voting	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	NIL	15	380900	100%
Dissent	NIL	-	0	0%
Abstain	NIL	-	0	0%
Total	NIL	15	380900	100%

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

9. Based on consolidation it is found that all the Resolutions as set out in the Notice dated 24<sup>th</sup> September, 2018 of Annual General Meeting have been duly approved by the shareholders with requisite majority.
10. 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.
11. 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.
12. The physical poll papers and electronic data of dissent and assenting are being handed over to the Ms. Ruppal Padhiar, Company Secretary & Compliance Officer for safe keeping.

**FOR, SATISH BATRA & ASSOCIATES**

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



FORM No. MGT-13  
(FOR POLL)

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

Mr. Surendra Singh Sandhu,  
Chairman of the Annual General Meeting,  
Ashoka Refineries Limited  
501, Wallfort Fafadih,  
Raipur, (C. G.)

Dear Sir,

I, Satish Kumar Batra, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at Annual General Meeting of the Equity Shareholders of Ashoka Refineries Limited held on 25<sup>th</sup> October, 2018 at 501, Wallfort Ozone, Fafadih, Raipur (C. G.) 492001 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in the presence of my authorised representative with due identification marks.
2. The locked ballot box was subsequently opened in my and two independent person's presence Mr. Mahesh Shripal and Ms. Ayushi Agrawal who are in no ways connected to the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:
  - a) As an ordinary Resolution - Item No. 1 passed with requisite majority.

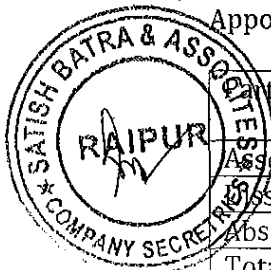
Adoption of Audited Balance Sheet of the Company as on 31st March, 2018 and Profit & Loss Accounts of the Company for the year ended on that date and the Reports of Board of Directors and Auditors.

Particulars	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	15	380900	100%
Dissent	-	0	0%
Abstain	-	0	0%
Total	15	380900	100%

b) **AS A SPECIAL RESOLUTION - ITEM NO. 2**

Appointment of Shri Tulsiram Sahu as a director of the Company

Particulars	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	15	380900	100%
Dissent	-	0	0%
Abstain	-	0	0%
Total	15	380900	100%



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

Appointment of Mr. Surendra Singh Sandhu, as a Director of the Company

Particulars	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	14	350900	92.12%
Dissent	-	0	0%
Abstain	1	30000	7.88%
Total	15	380900	100%

\*\* Mr. Surendra Singh Sandhu (a shareholder) being an appointee director was not allowed to vote on the resolution.

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

Appointment of Mr. Mansoor Ahmed, as a Director of the Company.

Particulars	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	14	373400	98.03%
Dissent	-	0	0%
Abstain	1	7500	1.97%
Total	15	380900	100%

\*\* Mr. Mansoor Ahmed (a shareholder) being an appointee director was not allowed to vote on the resolution.

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

Appointment of Mr. Surendra Singh Sandhu, as the Managing Director of the Company for a period of five years.

Particulars	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	14	350900	92.12%
Dissent	-	0	0%
Abstain	1	30000	7.88%
Total	15	380900	100%

\*\* Mr. Surendra Singh Sandhu (a shareholder) being an appointee director was not allowed to vote on the resolution.

f) **SPECIAL RESOLUTION - ITEM NO. 6**

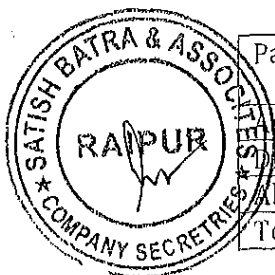
Adoption of MOA in order to align with the provisions of Companies Act, 2013

Particulars	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	15	380900	100%
Dissent	-	0	0%
Abstain	-	0	0%
Total	15	380900	100%

g) **SPECIAL RESOLUTION - ITEM NO. 7**

Adoption of liability clause of MOA in order to align with the provisions of Companies Act, 2013

Particulars	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	15	380900	100%
Dissent	-	0	0%
Abstain	-	0	0%
Total	15	380900	100%





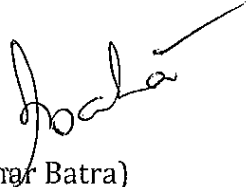
h) **SPECIAL RESOLUTION - ITEM NO. 8**

Adoption of Share Capital clause of MOA in order to align with the provisions of Companies Act, 2013

Particulars	Voting by Poll	Number of votes cast by them	% of total number of valid votes
Assent	15	380900	100%
Dissent	-	0	0%
Abstain	-	0	0%
Total	15	380900	100%

5. The PDF (File) is attached regarding the list of equity shareholders who e-voted 'FOR', 'AGAINST' and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

**FOR, SATISH BATRA & ASSOCIATES**



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

