

VOTING RESULTS



VASCON

	VASCON ENGINEERS LTD
Date of the AGM/EGM	24-05-2017
Total number of shareholders on record date	18708
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	63
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	SPECIAL - To amend the Articles of Association of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	61007102	61007102	100.0000	61007102	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0

VASCON ENGINEERS LTD.

Corporate Office: Vascon Weikfield Chambers, Vascon Weikfield IT City Infopark, Pune-Nagar Road, Virman Nagar, Pune - 4.

Tel.: +91 20 3056 2100/200300, Fax: +91 20 3056 2600, Web: www.vascon.com

Registered Office: 15/18 Hazari Baugh, L B S Marg, Vikhroli (W) Mumbai - 83 CIN: L70100MH1986PLC038511





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	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		61007102	100	61007102	0	100	0	0
Public- Institutions	E-Voting	785940	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	105867144	24256591	22.9123	24256591	0	100.0000	0.0000	0
	Poll		913801	0.8632	913801	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25170392	23.7755	25170392	0	100	0	0
	Total	167660166	86177494	51.4001	86177494	0	100.0000	0.0000	0

VASCON ENGINEERS LTD.

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Resolution No.	2								
Resolution required: (Ordinary/ Special)	SPECIAL - Issue and Allotment of Compulsory Convertible Debentures and Equity Shares arising on Conversion of Compulsory Convertible Debentures								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid
Promoter and Promoter Group	E-Voting	61007102	61007102	100.0000	61007102	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		61007102	100	61007102	0	100	0	0
Public- Institutions	E-Voting	785940	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	105867144	24256591	22.9123	24256591	0	100.0000	0.0000	0
	Poll		913801	0.8632	913801	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25170392	23.7755	25170392	0	100	0	0
Total	167660186	86177494	51.4001	86177494	0	100.0000	0.0000	0	

VASCON ENGINEERS LTD.

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Registered Office: 15/16 Hazari Baugh, L B S Marg, Vikhrol (W) Mumbai - 400016 CIN: L70100MH1986P.LC03851





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Resolution No.	3								
Resolution required: (Ordinary/ Special)	SPECIAL - Approve Employees Stock option Scheme, 2017 (ESOS, 2017)								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid
Promoter and Promoter Group	E-Voting	61007102	61007102	100.0000	61007102	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		61007102	100	61007102	0	100	0	0
Public- Institutions	E-Voting	785940	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	105867144	24256591	22.9123	24256591	0	100.0000	0.0000	0
	Poll		913801	0.8632	913801	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25170392	23.7755	25170392	0	100	0	0
Total	167660186	86177494	51.4001	86177494	0	100.0000	0.0000	0	

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Registered Office: 15/16 Hazar Baugh, L B S Marg, Vikhroli (W) Mumbai - 83 CIN: L7C100MH1986PLC038110

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Resolution No.	4								
Resolution required: (Ordinary/ Special)	SPECIAL - Approve Grant of Employees Stock Options to the employees equal to or more than 1% of issued Capital at the time of grant of Options								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*10 0	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	61007102	61007102	100.0000	61007102	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		61007102	100	61007102	0	100	0	0
Public- Institutions	E-Voting	785940	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	105867144	24256591	22.9123	24256591	0	100.0000	0.0000	0
	Poll		913801	0.8632	913801	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25170392	23.7755	25170392	0	100	0	0
Total		167660186	86177494	51.4001	86177494	0	100.0000	0.0000	0

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Kulbhusan D. Rane
B.Com., ACS

K. D. RANE & ASSOCIATES
COMPANY SECRETARIES

'Purtata', 15 Milan Coop. Housing Society, Mayur Colony, Kothrud, PUNE - 411 038
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Consolidated Scrutinizer's Report

**[Pursuant to section 108 of the Companies Act, 2013 and the Companies
(Management and Administration) Rules, 2014]**

May 25, 2017

To

The Chairman of the Extra-Ordinary General Meeting ('EGM') of the Equity Shareholders of Vascon Engineers Limited held on May 24, 2017 held at Babasaheb Dahanukar Hall, Oricon House, 12, K, Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400 001.

Dear Sir

1. By the resolution passed by the Board of Directors of Vascon Engineers Limited ('the Company') at its meeting held on, April 27, 2017, I was appointed as "Scrutinizer" for the purpose of:
 - a. Scrutinising the e-voting process (remote e-voting) under the provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

- b. Poll through physical ballot paper under the provisions of section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the EGM of the Equity Shareholders of the Company held on May 24, 2017 held at Babasaheb Dahanukar Hall, Oricon House, 12, K, Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400 001.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll by using physical ballot papers at the EGM] for the resolutions contained in the Notice to the EGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and physical ballot papers at the EGM, is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means, and based on the examination of the physical ballot papers through which votes were cast by the members at the EGM.
3. I have issued separate Scrutinizer's Report dated May 25, 2017 on the remote e-voting and on the poll through physical ballot papers on the resolutions contained in the notice to the EGM. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting) and through physical ballot papers at the EGM as under:-

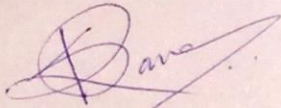
Items of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.
Item No. 1 – Amend the Articles of Association of the Company (As a Special Resolution)	86177494	100%	NIL	NIL	37015
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 2 - Issue and Allotment of Compulsory Convertible Debentures and Equity Shares arising on Conversion of Compulsory Convertible Debentures	86177494	100%	NIL	NIL	37015

(As a Special Resolution)					
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 3 - Approve Employees Stock option Scheme, 2017 (ESOS, 2017) (As a Special Resolution)	86177494	100%	NIL	NIL	37015
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 4 – Approve Grant of Employees Stock Options to the employees equal to or more than 1% of issued Capital at the time of grant of Options (As a Special Resolution)	86177494	100%	NIL	NIL	37015

RESOLUTION PASSED WITH REQUISITE MAJORITY

4. The electronic data and all other relevant records relating to the e-voting and voting at AGM through physical ballot papers, are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You



Kulbhushan D Rane

Place: Pune

