



Vascon Engineers Limited

CIN: L70100MH1986PLC038511

Registered Office: 15/16, Hazari Baugh, L.B.S. Marg, Vikhroli, Mumbai-400083

Corporate Office: 'Phoenix', Bund Garden Road, Pune- 411 001

Date: September 17, 2014

Voting Results of Annual General Meeting of the Company

In pursuance to Clause 35A of the Listing Agreement, we write to inform you that the Members of the Company at the AGM, transacted the following business:

Sr. No.	Description	Particulars		
A.	Date of the AGM	September 15, 2014		
B.	Book Closure Date	September 11, 2014 to September 15, 2014 (both days inclusive)		
C.	Total no. of shareholders on record date	5758		
D.	No. of shareholders present at the meeting either in person or through proxy			
	Shareholders	In Person	Proxy	Total
1.	Promoters and Group	1 (authorized Representative)	-	1
2.	Public	53	1	54

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the facility of e-voting was provided to the Members of the Company. There was no demand of poll. We submit the results of the voting on the basis of the scrutinizer's report. The Report of Scrutinizer is enclosed.

The results of voting are as follows:

Sr. No	Resolutions	Type of resolution	Electronic Voting Results			Result
			For	Against	Invalid	
Ordinary Business						
1.	Consider and adopt: a. Audited Financial Statement, Reports of the Board of Directors and Auditors b. Audited Consolidated Financial Statement	Ordinary Resolution	30656550	0	0	Approved and passed unanimously
2.	Re-appointment of Mr. K. G. Krishnamurthi who retires by rotation, as an Independent Director.	Ordinary Resolution	30115417	0	541133	Approved and passed with requisite majority
3.	Appointment of Deloitte Haskins & Sells LLP as Auditors	Ordinary Resolution	30656550	0	0	Approved and passed unanimously
Special Business						
4.	Appointment of Mr. V. Mohan as an Independent Director	Ordinary Resolution	30656550	0	0	Approved and passed unanimously
5.	Appointment of Mr. R. Kannan as an Independent Director	Ordinary Resolution	30656550	0	0	Approved and passed unanimously
6.	Employee Stock Option Scheme, 2013	Special Resolution	30656550	0	0	Approved and passed unanimously
7.	Employee Stock Option Scheme, 2014	Special Resolution	30656550	0	0	Approved and passed unanimously



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Sr. No	Resolutions	Type of Resolution	Electronic Voting Results			Results
			For	Against	Invalid	
8.	Increase in the Authorised Share Capital and alteration to the Memorandum of Association of the Company	Special Resolution	30656550	0	0	Approved and passed unanimously
9.	To approve the payment of remuneration to Managing Director for the financial year 2014-15 and 2015-16	Special Resolution	30656550	0	0	Approved and passed unanimously
10.	To approve the Fix Deposit Scheme	Ordinary Resolution	30656550	0	0	Approved and passed unanimously

Thanking you,

Yours faithfully,

For **Vascon Engineers Limited**

M. Krishnamurthi

Company Secretary & Compliance Officer

Encl: As above

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Scrutinizers report

To,
The Chairman,
Vascon Engineers Limited
CIN L70100MH1986PLC038511
Reg off: 15/16, Hazari Baug, LBS Marg,
Vikhroli (West), Mumbai 400 083
Dear Sir,

The Board of Directors of the Company have appointed me as a Scrutinizer for conducting the e-voting process.

I submit my report as under:

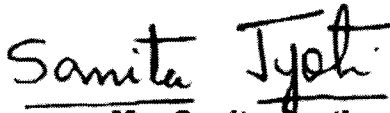
1. The mailing list of the electronic voting forms to the members whose email addresses were registered with depositories.
2. The e-voting period commenced from Wednesday, September 10, 2014 (09.00 AM IST) and ended on Friday, September 12, 2014 (06.00 PM IST)
3. For the purpose of my scrutiny, the e-voting, members demographic details, their voting rights and voting pattern were provided by M/s Karvy Computershare Private Limited
4. The e-votes were scrutinised and the shareholding was matched / confirmed with the Register of members of the company.
5. All e-votes received up to the close of working hours on September 12, 2014 and last date and time fixed by the company for receipt of the e-votes were considered for my scrutiny.

The details of e-voting and the results of the e voting are enclosed herewith.

All the resolutions are passed successfully by e-voting and you may declare the results accordingly.

Thanking you

for Savita Jyoti Associates



CS Savita Jyoti

SAVITA JYOTI, FCS 3738
Practising Company Secretary
Certificate of Practice No. 1796

Place: Hyderabad
Date: 12.09.2014

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

FORM No. MGT-13

Report of Scrutinizer(s)

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

To,
The Chairman,
Vascon Engineers Limited,
CIN L70100MH1986PLC038511
Reg off: 15/16, Hazari Baug, LBS Marg,
Vikhroli (West), Mumbai 400 083

The Twenty Ninth (29th) Annual General Meeting of the Equity Shareholders of Vascon Engineers Limited to be held on Monday, the 15th September 2014, at 04.00 PM at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001.

Dear Sir,

I, Savita Jyoti, Practising Company Secretary, appointed as Scrutinizer(s) for the purpose of the electronic voting taken on the below mentioned resolution(s), in connection with the Twenty Ninth (29th) Annual General meeting of the Equity Shareholders of Vascon Engineers Limited to be held on Monday, the 15th September 2014, at 04.00 PM at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001

1. After the time fixed for closing of the electronic voting by the Chairman on September 12, 2014 the electronic voting scrutinised and the results of the electronic voting is as under.

Resolution No. 1 – Ordinary Resolution

- a) Adoption of financial statements of the Company for the year ended March 31, 2014; and
- b) Audited consolidated financial statement for the year ended March 31, 2014

(i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
17	30656550	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution No. 2 – Ordinary Resolution

Re-appointment of Mr K.G. Krishnamurthy (DIN: 00012579) as non-retiring independent director for a period of five (5) years

(i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
16	30115417	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
1	541133

Resolution No. 3 – Ordinary Resolution

Appointment of Deloitte Haskins & Sells LLP (Firm Registration no. 117366W/W-100018) as statutory auditors of the company for five (5) years

(iv) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
17	30656550	100

(v) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(vi) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Resolution No. 4 – Ordinary Resolution

Appointment of Mr. V. Mohan (DIN: 00071517) as independent director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
17	30656550	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 5 – Ordinary Resolution

Appointment of Mr. R. Kannan (DIN: 00017321) as independent director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
17	30656550	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Resolution 6 – Special Resolution

Employee Stock Option Scheme, 2013 ('ESOS, 2013'): use the intrinsic value method to value its Options granted under the ESOS Scheme 2013

(i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
17	30656550	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution No. 7 – Special Resolution

To create, issue, offer and grant/allot at any time such number of equity shares of the Company, to or to the benefit of such person(s) who are in employment of the company, whether in India or abroad, in one or more tranches, not exceeding 22,50,000 pursuant to ESOS- 2014, each Option entitling to 1 (one) fully paid equity share of Rs.10/-each ('Share') of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
17	30656550	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

A. J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Resolution 8 – Special Resolution

Increase in the Authorised Share Capital and alteration to the Memorandum of Association of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
17	30656550	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 9 – Special Resolution

To approve the payment of remuneration to Managing Director for the financial year 2014-15 and 2015-16

(i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
17	30656550	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

A.J

SAVITA JYOTI ASSOCIATES COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Resolution 10 – Ordinary Resolution To approve the Fix Deposit Scheme

(i) Voted **in favour** of the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
17	30656550	100

(ii) Voted **against** the resolution:

Number of members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0

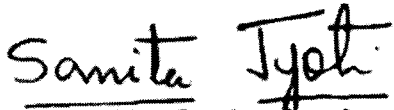
(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Thanking you,

Yours faithfully,

for Savita Jyoti Associates

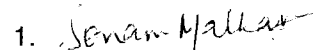



CS Savita Jyoti
Practicing Company Secretary
FCS 3738; CP 1796

Place: Hyderabad
Dated: 12.09.2014

SAVITA JYOTI, FCS 3738
Practising Company Secretary
Certificate of Practice No. 1796

Witness:

1. 
(SENAM MALHAN)

2. 
(Supriya Singh)