



VASCON

VASCON ENGINEERS LIMITED

Registered Office: 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083, India, Tel No: +91 22 2578 1143

Corporate Office: Vascon Weikfield Chamber, Behind Hotel Novotel, Opposite Hyatt Hotel, Nagar Road, Pune-411014.

Tel No.: +91 20 3056 2200, Fax No.: +91 20 30562600. • Contact Person: Mr. M. Krishnamurthi, Company Secretary and Compliance Officer

E-mail: compliance.officer@vascon.com, Website: www.vascon.com. • Corporate Identity Number: L70100MH1986PLC038511

Notice of the Extra Ordinary General Meeting

Dear Member(s),

Notice is hereby given that the Extra-ordinary General Meeting of the Members of Vascon Engineers Limited ('the Company') will be held on Wednesday, the 24th day of May, 2017 at 1500 hrs at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai – 400001 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1- TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

The following Clause be and is hereby inserted as under **after clause 9**:

9A "The Board of Directors shall exercise the following power on behalf of the Company and it shall do so only by means of resolution passed by the Board at its meetings:

- a. Any bonds, debentures, debenture stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company
- b. Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any special privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at the General Meetings, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. M. Krishnamurthi, Company Secretary and Compliance Officer of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

ITEM NO. 2: ISSUE AND ALLOTMENT OF COMPULSORILY CONVERTIBLE DEBENTURES AND EQUITY SHARES ARISING ON CONVERSION OF COMPULSORILY CONVERTIBLE DEBENTURES

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to: (i) the provisions of Sections 42, 62 and 71, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the **"CA 2013"**); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (**"ICDR Regulations"**); (iii) any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and/or any other statutory / regulatory authority; (iv) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot upto a maximum of 11,00,000 (Eleven Lakhs) Compulsorily Convertible Debentures (**CCD's**) having Face Value of INR 1000 (one thousand) each at par, for an aggregate amount of upto a maximum of Rs. 110,00,00,000 /- and on such terms and conditions as may be decided by the Board at the time of issue or allotment, by way of preferential allotment on private placement basis to **1. Manan Finserve Private Limited and 2. Vinca Rosea Farms and Properties LLP ("Proposed Allottee")** and to issue such number of equity shares as may be required to be issued upon conversion of the CCDs allotted pursuant to this resolution or as may be necessary in accordance with the terms of the offering."

"RESOLVED FURTHER THAT (i) each CCD shall carry a coupon rate of seventeen percent (17%) per annum ("CCD Interest Rate") payable monthly on last date of each calendar month. Of the CCD Interest Rate, the Company shall service the CCDs at twelve percent (12%) per annum payable monthly mandatorily and the balance five percent (5%) per annum shall be payable on the Conversion Date. For clarification purpose, the balance

interest shall carry interest rate of seventeen percent (17%) on compounding basis and (ii) Each CCD shall be converted into such manner of Equity Shares of the Company arrived at by dividing the product of the face value of each CCD being converted and the number of CCDs being converted, by the higher of the following: (a) prices determined in accordance with the ICDR Regulations and (b) INR 45.60 (Indian Rupees Forty Five and Sixty Paise Only).”

“**RESOLVED FURTHER THAT** any fractional shares arising on conversion will be ignored.”

“**RESOLVED FURTHER THAT** the relevant date, for determination of the price at which the CCDs convert into equity shares of the Company, shall be the date 30 (thirty) days prior to the date on which the meeting of members is held to consider the proposed issue of CCDs.”

“**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.”

“**RESOLVED FURTHER THAT** in accordance with the Regulation 74(1) of the ICDR Regulations the CCDs shall be allotted within a period of 15 days from the date of passing of this resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.”

“**RESOLVED FURTHER THAT** in accordance with the Regulation 75 of the ICDR Regulations and terms of CCDs, the tenure of the CCDs shall not exceed 18 (eighteen) months from the date of their allotment.”

“**RESOLVED FURTHER THAT** the investors shall have a right to convert the CCDs into equity shares anytime before the maturity of the CCDs.”

“**RESOLVED FURTHER THAT** the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCDs, be listed on BSE and NSE, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCDs and for the admission of the equity shares with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), and for the credit of such equity shares allotted upon conversion of the CCDs to the demat account of the Proposed Allottee.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.”

“**RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.”

ITEM NO. 3: EMPLOYEES STOCK OPTION SCHEME, 2017

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof), the provisions of Memorandum and Articles of Association of the Company, the Listing Agreement executed by the Company with Stock Exchanges, and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) as amended from time to time and any other applicable laws for the time being in force and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the Company (‘the Board’, which term shall be deemed to include any Committee thereof, including Nomination and Remuneration Committee, to exercise its powers, including the powers conferred by this resolution) , approval and consent of the Members of the Company be and is hereby accorded to the Board for adoption and implementation of ‘Employees Stock Options Scheme 2017’ (‘ESOS- 2017’), and 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 1,60,00,000(One Crore Sixty Lacs Only), for granting Options to or for the benefit of eligible employees pursuant to ESOS- 2017, each Option entitling to 1 (one) fully paid equity share of Rs.10/-each (‘Share’) of the Company, on payment of the requisite price and on such terms and conditions as may be fixed or determined by the Board in accordance with ESOS- 2017.”

“**RESOLVED FURTHER THAT** in case in any corporate action(s) such as rights issue, bonus issue, merger, de-merger, amalgamation, sale of division and any other form of corporate restructuring by the Company, if any additional Options/ Equity Shares are required to be granted/issued by the Company to the Eligible Employees, then for the purpose of making a fair and reasonable adjustment to the Options granted to the Eligible Employees earlier, the above ceiling of 1,60,00,000 (One Crore Sixty Lacs Only) Options/ Equity Shares shall be deemed to be increased to the extent of such additional Options/ Equity Shares required to be issued and/or acquired.”

“**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company under ESOS- 2017, shall rank pari-passu in all respects with the then existing Shares of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps, if required, for listing of the Shares allotted under ESOS- 2017 on the stock exchanges where the Shares of the Company are listed in compliance of the Applicable Laws.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary, modify or alter any of the terms and conditions of the ESOS- 2017, including those for the grant of Options, exercise price for the purpose of the grant, vesting period, exercise period and issue of Shares on exercise of Options, in compliance of provisions of the Articles of Association of the Company, SEBI SBEB Regulations and other Applicable Laws as long as such modifications, alterations or revisions are not detrimental to the interest of the Employees.”

“**RESOLVED FURTHER THAT** for giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the grant of Options, issuance and allotment of Equity Shares on exercise of Options etc. and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as they may deem fit.”

“**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any Committee of directors including the Nomination and Remuneration Committee or any other officer or officers of the Company.”

ITEM NO. 4 GRANT OF EMPLOYEE STOCK OPTIONS TO OR MORE THAN 1% OF THE ISSUED CAPITAL AT THE TIME OF GRANT OF OPTIONS

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof), the provisions of Memorandum and Articles of Association of the Company, the Listing Agreement executed by the Company with Stock Exchanges, and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) as amended from time to time and any other applicable laws for the time being in force and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the Company (‘the Board’, which term shall be deemed to include any Committee thereof, including Nomination and Remuneration Committee, to exercise its powers, including the powers conferred by this resolution) , approval and consent of the Members of the Company be and is hereby accorded to the Board to grant stocks option under ‘Employee Stock Option Scheme 2017 (“ESOP - 2017”) during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options to the Identified Employees as may be approved by the Board.”

By order of the Board
For **Vascon Engineers Limited**

Sd/-

M. Krishnamurthi
Company Secretary
Membership No: A4785

Date: 27th April, 2017
Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed resolution is annexed to the Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Corporate Members intending to send their Authorised Representative to attend the meeting are requested to send Certified True Copy of the Board Resolution authorizing their representative to attend the meeting.
3. The proxy form duly completed must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.
4. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s Karvy Computershare Private Limited (“Karvy”) (Unit Vascon), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramaguda, Serilingampally Mandal, Hyderabad – 500 032.
5. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and as amended time to time and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Company is pleased to offer voting by Electronic Means to members to cast their votes electronically on all resolutions set forth in notice. The detailed instructions for e-voting are attached herewith.
6. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates on bank account details, if any, to the respective depository participants.
7. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
8. The e-voting begins on 09:00 a.m. on Saturday, 20th May, 2017 and ends on Tuesday, 23rd May, 2017 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Record date) viz. Thursday, 18th May, 2017 may cast their vote. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be able to change it subsequently. A person who is not a member as on the Record Date should treat this notice for information purposes only.
9. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

10. All the documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Saturday and Sunday, up to the date of the EGM.
11. Any query/grievances connected with voting by electronic means may be addressed to the Company Secretary and Compliance Officer, Vascon Engineers Limited, Vascon Weikfield Chambers, Behind Hotel Novotel, Opp. Hyatt Hotel, Vimannagar, Pune -411 014 or on 020-30562600 or at compliance.officer@vascon.com
12. **Instructions and other information relating to E-Voting:**
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID/Client ID will be your User ID
 - iii. After appropriately entering this details, click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the E-Voting Event Number for Vascon Engineers Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format/JPG Format) of the Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: cskdrane@gmail.com or evoting@karvy.com and compliance.officer@vascon.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT No."
 - xiii. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
 - xiv. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website download section on <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free).
 - xv. A person, whose name is appearing in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date i.e. Thursday, 18th May, 2017, shall only be entitled to avail the facility of remote e-voting/ poll.
 - xvi. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cutoff date may write Karvy on their e-mail ID evoting@karvy.com or Karvy Computershare Private Limited (Unit Vascon), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 or contact Mr. S V Raju on 040-67162222 requesting for User ID and password. After receipt of above credentials, a member may follow the instructions for e-voting to cast his votes.
 - xvii. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting his votes through remote e-voting.
 - xviii. The Board of Directors has appointed Mr. Kulbhushan Rane of K.D. Rane & Associates, Practising Company Secretary as a Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
 - xix. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman.
 - xx. The results declared along with the consolidated Scrutinizers report shall be placed on the website of the Company www.vascon.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 - xxi. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Meeting i.e. 24th May, 2017.

By Order of the Board

Date: 27th April, 2017
Place: Mumbai

Sd/-
M. Krishnamurthi
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1 TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY:

Explanatory Statement:

As per provisions of the Companies Act, 2013, the Company can issue Convertible Debentures if issue is authorized by Articles of Association. In this regard, it is proposed to insert the clause in the Articles of Association for facilitating issuance of Debentures as referred to in Item no. 2.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of Special Resolution is required for change in Articles of Association of the Company.

The Board recommends the Resolution for approval by the members.

A copy of the proposed Articles of Association of the Company would be available for inspection of members at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Saturday and Sunday, up to the date of the EGM.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

ITEM NO. 2- ISSUE AND ALLOTMENT OF COMPULSORILY CONVERTIBLE DEBENTURES AND EQUITY SHARES ARISING ON CONVERSION OF COMPULSORILY CONVERTIBLE DEBENTURES

The Company has been experiencing liquidity crunch. With a view to tide over the issue, Company needs infusion of funds. To augment the growth and improve the Financial Performance, the Company proposes to create, offer, issue and allot upto a maximum of 11,00,000 Compulsory Convertible Debentures (CCD's) having face value of Rs 1000 each at par, for an aggregate amount of upto Rs. 110 crores (One hundred and ten crores) to **1. Manan Finserve Private Limited and 2. Vinca Rosea Farms and Properties LLP ("Proposed Allottee")**. The tenure of the CCDs shall not exceed 18 (eighteen) months from the date of their allotment.

In terms of the provisions of Section 71 read with Section 42 and 62 of the Companies Act, 2013 and Rules made thereunder (the "Act"), and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations"), as amended, a company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

1. The object of the issue through preferential offer:

The proceeds of the issue shall be utilized for improving Financial Performance, augment growth and for other General Corporate Purpose.

2. The proposal of the promoters, Directors or Key Managerial Personnel's of the Issuer to subscribe to the offer:

None of them are subscribing the offer.

3. Total number of Securities to be issued and Basis of Price:

Up to 11,00,000 CCDs having face value of INR 1000 (Indian Rupees One Thousand Only) each at par, for an aggregate amount of up to INR 110,00,00,000. Throughout the term of the CCDs until conversion, each CCD shall carry a coupon rate of seventeen percent (17%) per annum ("CCD Interest Rate") payable monthly on last date of each calendar month. Of the CCD Interest Rate, the Company shall service the CCDs at twelve percent (12%) per annum payable monthly mandatorily and the balance five percent (5%) per annum shall be payable on the Conversion Date. For clarification purpose, the balance interest shall carry interest rate of seventeen percent (17%) on compounding basis.

The CCDs shall convert into such number of equity shares of the Company arrived at by dividing the product of the face value of each CCD being converted and the number of CCDs being converted, by the higher of the following: (a) prices determined in accordance with the ICDR Regulations and (b) INR 45.60 (Indian Rupees Forty Five and Sixty Paise Only).

4. Relevant Date:

The "Relevant Date" in terms of Regulation 71 of the ICDR Regulations for determination of minimum price is Monday, 24th April, 2017, being a date which is 30 (Thirty) days prior to the date of Extra-ordinary General Meeting

5. Class or classes of persons to whom allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. 8 below.

6. Shareholding Pattern before Issue and After the Issue:

Sr No	Category	Pre-Preferential Allotment (21.4.2017)		Post Preferential Allotment**	
		No. of shares	% of Shareholding	No. of shares	% of Shareholding
A	Promoter and Promoter Group				
1	Indian				
	Indian/HUF	51196712	30.54	51196712	26.70
	Bodies Corporate	9810390	5.85	9810390	5.11
	Sub Total	61007102	36.39	61007102	31.81
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	61007102	36.39	61007102	31.81

Sr No	Category	Pre-Preferential Allotment (21.4.2017)		Post Preferential Allotment**	
		No. of shares	% of Shareholding	No. of shares	% of Shareholding
B	Non-Promoters' Holding				
1	Institutional Investors	107778	0.06	107778	0.05
2.	Non-Institution:				
	Bodies Corporate	53750621	32.06	77873427	40.60
	Directors and Relatives	0			
	Indian Public*	52350249	31.22	52350249	27.30
	Others(NRIs)	444436	0.27	444436	0.2
	Sub-Total (B)	106653084	63.61	130775890	68.19
	Grand Total (A+B)	167660186	100.00	191782992	100.00

*including 63,23,470 shares allotted under ESOP Scheme 2015 which are awaiting trading approval from the stock exchanges.

**For calculation of Post Preferential Allotment shareholding pattern, following assumptions have been made:

- 1) 11,00,000 CCDs to be issued and allotted for INR 110,00,00,000 (for rounding of purposes).
- 2) Full conversion of the CCDs into 2,41,22,806 equity share of the Company at a conversion price of INR 45.60 per Share.

7. Proposed time frame within which issue shall be completed:

The allotment of CCDs shall be completed within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority/Body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

8. Ultimate Beneficial Owners of the shares proposed to be allotted:

Sr. No	Name of the Proposed Allottees	Ultimate Beneficial Owner	% of Post Issue Share Capital	Change in Control if any, in the Issuer consequent to Preferential Issue
1	Manan Finserve Private Limited	1. Mr. Mangal Prabhat Lodha 2. Mrs. Manjula Mangal Prabhat Lodha	11.43%	NA
2	Vinca Rosea Farms & Properties LLP	1. Mr. Akshay Malhotra -Designated Partner 2. Mr. Ashwini Malhotra-Designated Partner 3. Mr. Baldev Raj Malhotra-Designated Partner and related family LLP firms	1.15%	NA

9. Auditors Certificate:

A copy of the certificate of the Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Members of the Company at the EGM and the same shall be open for inspection at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Saturday and Sunday, up to the date of the EGM.

10. Lock-In Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 78 and other applicable provisions of SEBI (ICDR) Regulations.

11. The Company undertakes to recompute the price of Specified Securities in terms of the provisions of ICDR Regulations where it is required to do so.
12. The Company undertakes that if the amount payable on account of the Re-Computation of the price isn't paid within the time stipulated in the ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the Allottees.

13. Others:

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned except Mr. Mukesh Malhotra, Director financially or otherwise in this Resolution.

ITEM NO 3 and 4:

With the objectives of securing greater employee participation; motivating the employees to contribute to the growth and profitability of the Company; it is proposed to grant employee stock options to employees through Employee Stock Option Scheme, 2017('ESOS, 2017'). This would not only enable the Company to reward their loyalty, performance, commitment and support but also to attract and retain the best talent besides enabling the employees to develop a greater sense of ownership with the organization.

The main features of the employee stock option schemes are as under:

a) The total number of Options to be granted

A maximum of 1,60,00,000 (One Crore Sixty Lacs Only) Options convertible into 1,60,00,000 (One Crore Sixty Lacs Only) Shares of the face value of Rs. 10/- each of the Company, which will be granted to the eligible employees as may be decided by the Nomination & Remuneration Committee from time to time on such terms and conditions as may be determined by it in accordance with the ESOS, 2017 and the SEBI (SBEB) Regulations.

Each option (after it is vested) will be exercisable for one Equity share of Rs. 10 each fully paid-up.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise would be available for being re-granted at a future date.

b) Identification of classes of Employees entitled to participate in the Scheme

All permanent employees of the Company whether working in India or abroad, as may be decided by the Board, from time to time, would be entitled to participate in the employee stock option schemes.

Employees may be granted Stock Options based on performance and such other criteria as the Board may, in its absolute discretion decide. The options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

The following persons not eligible for grant of Options:

- An employee who is a promoter or belongs to the promoter group; or
- A director, who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company; or
- Independent Directors

c) Requirements of Vesting and period of Vesting

The Options granted shall vest so long as the employee continues to be in the employment of the Company. The Options granted under the Scheme will vest for a period of 4 years from the date of grant of such Options as under:

1. 25% of the options: at the end of year 1.
2. 25% of the options : at the end of year 2
3. 25% of the options : at the end of year 3
4. 25% of the options : at the end of year 4

The Board may, in its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such Performance-based vesting, and the proportion in which options granted under the schemes would vest.

d) Maximum period within which the Options shall be vested

The Options granted under the ESOS- 2017 will vest for a period of 4 years from the date of grant of such Options as mentioned in clause (c)

e) Exercise price or Pricing formula

The exercise price shall be the Market Price of the Equity Shares or at such discount or premium to the Market Price of the Equity Shares as may be determined by the Board but shall not be less than the face value of Equity Shares.

The full exercise price along with applicable taxes, if any, shall be paid to the Company upon exercise of the Options in terms of the ESOS- 2017.

f) Exercise period and process of exercise

The Exercise period would commence from the date of vesting and will expire after 1 year from the date of each vesting.

The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board from time to time. The options will lapse if not exercised within the specified exercise period.

g) Maximum number of Options / Quantum of benefits to be granted per Employee and in aggregate

The maximum number of Options in aggregate that may be granted under ESOS- 2017 shall not exceed 1,60, 00,000 (One Crore Sixty Lacs Only).

The number of options that may be granted to employees under the Scheme shall be determined by the Nomination & Remuneration Committee from time to time. During any one year, the Board may grant options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options to the Identified Employees as may be approved by the Board.

h) ESOS – 2017 is proposed to be implemented and administered by the Company directly.

i) ESOS – 2017 shall involve new issue of shares by the Company.

j) Disclosure & Accounting policies

The Company shall comply & confirm with the disclosure & accounting policies specified in the said SEBI SBEB Regulations, as may be applicable.

k) Method of valuation of Options

The Company shall follow the prescribed method under applicable laws to value the options.

l) Appraisal / Assessment Process for determining the eligibility of employees to the Scheme.

The appraisal process for determining the eligibility would be determined by the Nomination and Remuneration Committee from time to time based on broad criteria for appraisal and selection such as parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross functional relationship, corporate governance, Company's values, etc.

As per Regulation 6(1) of the SEBI Regulations, any Employees Stock Option Scheme must be approved by way of a special resolution. Further as the ESOP Scheme provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members as set out at Item No. 3 of the Notice is being sought pursuant to Section 62(1) (b) of the Companies Act, 2013 and all other applicable provisions, if any, of the Act and as per the regulation.

As per Regulation 6(3) (d) of the Regulations, approval of the shareholders by way of a separate resolution is required to be obtained, in case grant of options to eligible employees, during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of grant of options is proposed to be made.

Since it is proposed to grant options to the Eligible Employees to the extent of 1% of the present issued capital of the Company, resolution set out in Item No. 4 is placed for approval of the members.

The options to be granted / shares to be issued under the ESOS - 2017 shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

The Board recommends passing of the Special Resolution as set out at Item Nos. 3 & 4 in relation to the ESOS 2017, for the approval by the shareholders of the Company.

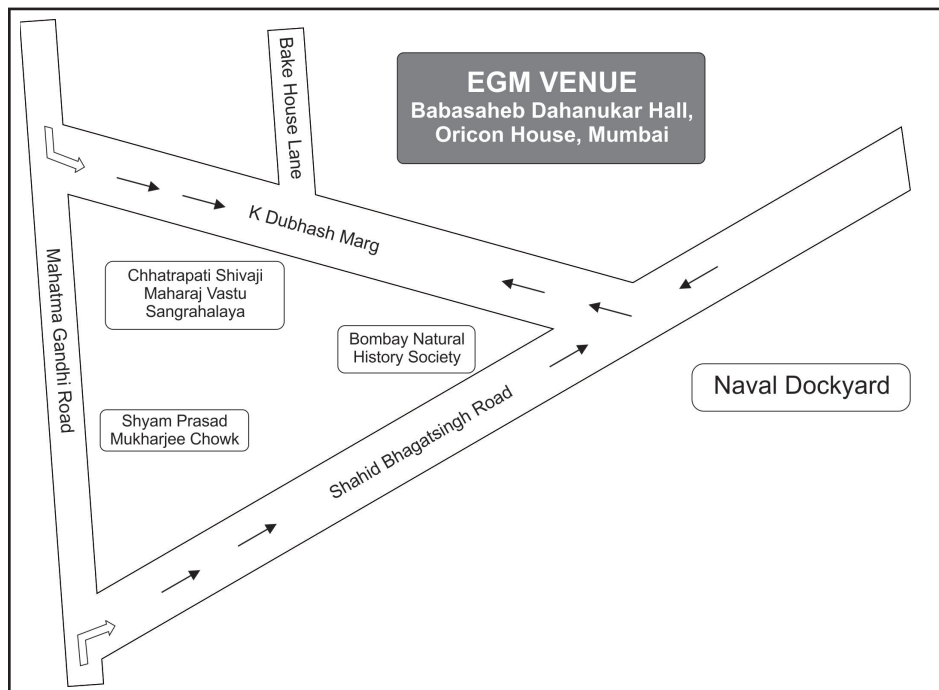
None of the Directors or Key Managerial Personnel of the Company or their relatives except to the extent of securities that may be offered to them individually under the ESOP Scheme, is in any way, concerned or interested in these resolutions.

By order of the Board
For Vascon Engineers Limited

Sd/-
M. Krishnamurthi
Company Secretary

Date: 27th April, 2017
Place: **Mumbai**

ROUTE MAP TO THE VENUE OF EGM





VASCON

Vascon Engineers Limited

Registered Office: 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083, India, Tel No: +91 22 2578 1143

Corporate Office: Vascon Wiekfield Chamber, Behind Hotel Novotel, Opposite Hyatt Hotel, Nagar Road, Pune-411014.

Tel No.: +91 20 3056 2200, Fax No.: +91 20 30562600.

Contact Person: Mr. M. Krishnamurthi, Company Secretary and Compliance Officer

E-mail: compliance.officer@vascon.com, Website: www.vascon.com.

Corporate Identity Number: L70100MH1986PLC038511

ATTENDANCE SLIP

Folio No./DP ID and Client ID:		No. of shares:	
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Name and address of First/Sole Member: _____

I, hereby record my presence at Extra-Ordinary General Meeting of the Company to be held on Wednesday, May 24, 2017, at 3.00 p.m. at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai-400001.

Name of the Member/Proxy
(Block Letters)

Signature of the Member/Proxy

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b) Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c) Member/Proxy should bring his/her copy of the Annual Report for reference at the meeting.

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Vascon Engineers Limited

Registered Office: 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083, India, Tel No: +91 22 2578 1143
Corporate Office: Vascon Weikfield Chamber, Behind Hotel Novotel, Opposite Hyatt Hotel, Nagar Road, Pune-411014.

Tel No.: +91 20 3056 2200, Fax No.: +91 20 30562600.

Contact Person: Mr. M. Krishnamurthi, Company Secretary and Compliance Officer
E-mail: compliance.officer@vascon.com, Website: www.vascon.com.

Corporate Identity Number: L70100MH1986PLC038511

Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Day, Date & Time : Wednesday, May 24, 2017, at 3.00 p.m.

Venue of the Meeting : Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001

Please fill attendance slip and hand it over at the entrance of the meeting venue

Name	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No	

*Applicable for investors holding shares in Electronic form.

I/We, being the member(s) of Vascon Engineers Limited, as my/our Proxy to attend vote (for me/us and on my/our behalf at the Extra- Ordinary General Meeting of the Company to be held on Wednesday, May 24, 2017 at 3.00 pm and at any adjournment thereof) in respect of such resolutions as are indicated below;

- 1) of having e-mail id or failing him
- 2) of having e-mail id or failing him
- 3) of having e-mail id

and whose signature(S) are appended below as my/our proxy to attend and vote for me/us/our behalf on 24th May, 2017 at Extra Ordinary General Meeting of the Company and any adjournment thereof in respect of such resolutions as are indicated below.

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sr No.	Resolutions	No. of shares held	For	Against	Abstain
01	To Amend the Articles of Association of the Company				
02	Issue and Allotment of Compulsory Convertible Debentures and Equity Shares arising on Conversion of Compulsory Convertible Debentures				
03	Approve Employees Stock Option Scheme, 2017 ('ESOS, 2017')				
04	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				

** This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

_____ Signature of 1st proxy holder	_____ Signature of 2nd proxy holder	_____ Signature of 3rd proxy holder	Affix a Revenue Stamp
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Notes:

1. Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

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