



VASCON

Date: September 17, 2016

Voting Results of Annual General Meeting of the Company

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 we wish to inform you that, the 31st Annual General Meeting of the Company was held on Thursday, September 15, 2016 at 4.00 p.m. at Babasaheb Dahanukar Hall, Oricon House, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai- 4000 001 and concluded with vote of thanks.

Further we wish to inform you that the Members of the Company at the AGM, transacted the following business:

Sr. No.	Description	Particulars		
1.	Date of the AGM	September 15, 2016		
2.	Total no. of shareholders on cutoff date i.e September 08, 2016	13604		
3.	No. of shareholders present at the meeting			
4.	Shareholders	In person	Proxy	Total
	Promoters and Group	3	-	3
	Public	45	-	45

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the facility remote of e-voting was provided to the Members of the Company and the Poll were conducted at the time of the Meeting for members who couldn't vote through remote e voting. We submit the results of the voting on the basis of the scrutinizer's report. The Consolidated Report of Scrutinizer is enclosed.



VASCON ENGINEERS LTD.

Corporate Office: Vascon Weikfield Chambers, Vascon Weikfield IT City Infopark, Pune-Nagar Road, Viman Nagar, Pune - 14.

Tel.: +91 20 3056 2100/200/300, Fax: +91 20 3056 2600, Web: www.vascon.com

Registered Office: 15/16 Hazari Baugh, L B S Marg, Vikhroli (W) Mumbai - 83. CIN: L70100MH1986PLC038511

The results of voting are as follows:

Sr. No.	Description				
1.	Resolution No. 1 - Ordinary Resolution Consider and adopt: a. Audited Financial Statement, Reports of the Board of Directors and Auditors b. Audited Consolidated Financial Statement				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963454	99.9982%	1260	0.0018%	NIL
2.	Resolution No. 2 - Ordinary Resolution To reappoint Ms. Sowmya Moorthy (DIN: 00129504), who retires by rotation and being eligible offers herself for re-appointment.				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963404	99.998%	1310	0.0019%	NIL
3.	Resolution No. 3 - Ordinary Resolution To ratify the continuation of the Statutory Auditors Deloitte Haskins & Sells LLP, Chartered Accountants having a (ICAI Firm Registration No.. 117366W/W-100018)				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963454	99.9982%	1260	0.0018%	NIL



4.	Resolution No. 4 –Special Resolution				
	Re-appointment of Mr. R Vasudevan (DIN 00013519), as Managing Director of the Company.				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963404	99.9981%	1310	0.0019%	NIL
5.	Resolution No. 5 - Ordinary Resolution				
	To appoint Mr. Mukesh Malhotra (Din: 00129504) as an Independent Director in terms of Section 149 of the Companies Act, 2013.				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963404	99.9981%	1310	0.0019%	NIL
6.	Resolution No. 6 - Ordinary Resolution				
	To ratify the remuneration payable to Cost Auditors, Mrs. Varsha S. Limaye for the financial year ending March 31, 2017.				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963454	99.9982%	1260	0.0018%	NIL
7.	Resolution No. 7 - Special Resolution				
	To approve Reclassification of Promoters.				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963354	99.9982%	1260	0.0018%	NIL



8.	Resolution No. 8 - Ordinary Resolution				
	Acceptance of Unsecured Fixed Deposit				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963454	99.9982%	1266	0.0018%	NIL
9.	Resolution No. 9 - Special Resolution				
	To approve Employees Stock Options Scheme 2016 (ESOS, 2016)				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963454	99.9982%	1260	0.0018%	NIL
10.	Resolution No. 10 - Special Resolution				
	To Grant of Employees Stock Options to the employees equal to or more than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company.				
	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No	% of total number of valid votes cast	No	% of total number of valid votes cast	No
	68963404	99.9981%	1310	0.0019%	NIL

For Vascon Engineers Limited

M. Krishnamurthi

M. Krishnamurthi
Company Secretary & Compliance Officer
Encl: As above





Kulbhusan D. Rane
B.Com., ACS

K. D. RANE & ASSOCIATES
COMPANY SECRETARIES

'Purtata', 15 Milan Coop. Housing Society, Mayur Colony, Kothrud, PUNE - 411 038
Tel: 020 25450502 | Cell: +91 962 345 7974 | email: cskdrane@gmail.com

Consolidated Scrutinizer's Report

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

September 16, 2016

To

The Chairman of the 31th Annual General Meeting ('AGM') of the Equity Shareholders of Vascon Engineers Limited held on September 15, 2016 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, May 17, 2016, 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 Reg. 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 31th AGM of the Equity Shareholders of the Company held on September 15, 2016 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 AGM] for the resolutions contained in the Notice to the 31th AGM 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 AGM, 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 AGM.
3. I have issued separate Scrutinizer's Report dated September 16, 2016 on the remote e-voting and on the poll through physical ballot papers on the resolutions contained in the notice to the AGM. 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 AGM 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 - Adoption of Financial Statements (As an Ordinary Resolution)	68963454	99.9982%	1260	0.0018%	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 2 - Re- appointment of Ms. Sowmya Moorthy (As an Ordinary Resolution)	68963404	99.9981%	1310	0.0019%	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 3 - Ratification of appointment of Statutory Auditors (As an Ordinary Resolution)	68963454	99.9982%	1260	0.0018%	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 4 – Re- appointment of Mr. R Vasudevan as	68963404	99.9981%	1310	0.0019%	NIL

Managing Director of the Company (As a Special Resolution)					
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 5 – To appoint Mr. Mukesh Malhotra as Independent Director of the Company (As an Ordinary Resolution)	68963404	99.9981%	1310	0.0019%	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 6 – To ratify remuneration payable to Cost Auditors of the Company (As an Ordinary Resolution)	68963454	99.9982%	1260	0.0018%	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					

Item No. 7 – To approve re-classification of promoters (As a Special Resolution)	68963354	99.9982%	1260	0.0018%	NIL
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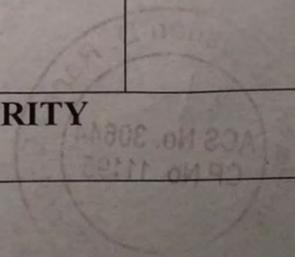
RESOLUTION PASSED WITH REQUISITE MAJORITY

Item No. 8 – To accept unsecured fixed deposit (As an Ordinary Resolution)	68963454	99.9982%	1266	0.0018%	NIL
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RESOLUTION PASSED WITH REQUISITE MAJORITY

Item No. 9 – To adopt Vascon Employee Stock Option Scheme, 2016 for grant of stock options to eligible employee of the Company (As a Special Resolution)	68963454	99.9982%	1260	0.0018%	NIL
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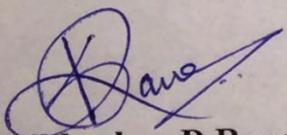
RESOLUTION PASSED WITH REQUISITE MAJORITY



Item No. 10 – To grant of employee stock options under Vascon Employee Stock Option Scheme, 2016 to the employees equal to or more than 1% of the issued capital of the company (As a Special Resolution)	68963404	99.9981%	1310	0.0019%	NIL
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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

