



VASCON

Date: **September 17, 2016**

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 411 001

To,
National Stock Exchange of India Limited
Exchange Plaza, C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051.

Symbol: VASCONEQ

Scrip Code: 533156

Kindly Attn: The Manager
Department of Corporate Services

Kindly Attn: The Manager,
Listing Department

Dear Sir/Madam,

Subject: - Voting Results of 31st Annual General Meeting (AGM)

Dear Sir/Madam,

In continuation of letter dated August 16, 2016, submitting proceeding of Thirty First (31) Annual General Meeting (AGM) of the Vascon Engineers Limited ("the Company"), we are enclosing herewith following:

- A. Voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- B. Report of Scrutinizers dated September 16, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014;

Kindly take the same on your records.

Thanking you,
Yours Truly,

For **Vascon Engineers Limited**

M. Krishnamurthi
Company Secretary and Compliance officer



Encl: As above

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

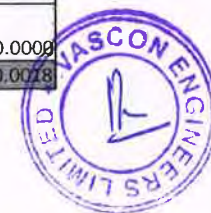
	VASCON ENGINEERS LTD
Date of the ANNUAL GENERAL MEETING (AGM)	15-09-2016
Total number of shareholders on record date	13604
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	3
Public:	45
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt: a)The audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and b)The audited consolidated financial statement of the Company for the financial year ended March 31, 2016 reports of Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057941	4.9967	4057841	100	99.9975	0.0024
	Poll	81211932	80656	0.0993	79496	1160	98.5617	1.4382
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964714	42.7458	68963454	1260	99.9982	0.0018



Resolution required: (Ordinary/ Special)	ORDINARY - To reappoint Ms. Sowmya Moorthy (DIN: 00129504), who retires by rotation and being eligible offers herself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057941	4.9967	4057791	150	99.9963	0.0036
	Poll	81211932	80656	0.0993	79496	1160	98.5617	1.4382
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964714	42.7458	68963404	1310	99.9981	0.0019

Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the continuation of the Statutory Auditors Deloitte Haskins & Sells LLP, Chartered Accountants having a (ICAI Firm Registration No.. 117366W/W-100018)							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057941	4.9967	4057841	100	99.9975	0.0024
	Poll	81211932	80656	0.0993	79496	1160	98.5617	1.4382
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964714	42.7458	68963454	1260	99.9982	0.0018



Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. R Vasudevan (DIN 00013519), as Managing Director 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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057941	4.9967	4057791	150	99.9963	0.0036
	Poll	81211932	80656	0.0993	79496	1160	98.5617	1.4382
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964714	42.7458	68963404	1310	99.9981	0.0019

Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Mukesh Malhotra (Din: 00129504) as an Independent Director in terms of Section 149 of The Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057941	4.9967	4057791	150	99.9963	0.0036
	Poll	81211932	80656	0.0993	79496	1160	98.5617	1.4382
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964714	42.7458	68963404	1310	99.9981	0.0019



Resolution required: (Ordinary/ Special)		ORDINARY - To ratify the remuneration payable to Cost Auditors, Mrs. Varsha S. Limaye for the financial year ending March 31, 2017						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057941	4.9967	4057841	100	99.9975	0.0024
	Poll	81211932	80656	0.0993	79496	1160	98.5617	1.4382
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964714	42.7458	68963454	1260	99.9982	0.0018

Resolution required: (Ordinary/ Special)		SPECIAL - To approve Reclassification of Promoters.						
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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057841	4.9966	4057741	100	99.9975	0.0024
	Poll	81211932	80656	0.0993	79496	1160	98.5617	1.4382
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964614	42.7458	68963354	1260	99.9982	0.0018



Resolution required: (Ordinary/ Special)		ORDINARY - Acceptance of Unsecured Fixed Deposit						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057941	4.9967	4057841	100	99.9975	0.0024
	Poll	81211932	80662	0.0993	79496	1166	98.5544	1.4455
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964720	42.7458	68963454	1266	99.9982	0.0018

Resolution required: (Ordinary/ Special)		SPECIAL - To approve Employees Stock Options Scheme 2016 (ESOS, 2016)						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057941	4.9967	4057841	100	99.9975	0.0024
	Poll	81211932	80656	0.0993	79496	1160	98.5617	1.4382
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964714	42.7458	68963454	1260	99.9982	0.0018



Resolution required: (Ordinary/ Special)	SPECIAL - 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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
Promoter and Promoter Group	E-Voting	75458012	32336370	42.8535	32336370	0	100.0000	0.0000
	Poll	75458012	28459617	37.7158	28459617	0	100.0000	0.0000
	Postal Ballot (if applicable)	75458012	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4666772	4030130	86.3580	4030130	0	100.0000	0.0000
	Poll	4666772	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4666772	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	81211932	4057941	4.9967	4057791	150	99.9963	0.0036
	Poll	81211932	80656	0.0993	79496	1160	98.5617	1.4382
	Postal Ballot (if applicable)	81211932	0	0.0000	00	0	0.0000	0.0000
Total		161336716	68964714	42.7458	68963404	1310	99.9981	0.0019





Kulbhushan 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
---	----------	----------	------	---------	-----

RESOLUTION PASSED WITH REQUISITE MAJORITY

Item No. 8 – To accept unsecured fixed deposit (As an Ordinary Resolution)	68963454	99.9982%	1266	0.0018%	NIL
---	----------	----------	------	---------	-----

RESOLUTION PASSED WITH REQUISITE MAJORITY

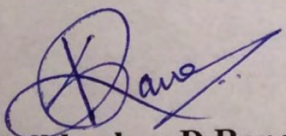
Item No. 9 – To adopt Vascon Employee Stock Option Scheme, 2016 for grant of stock options to eligible employee of the Company (As a Special Resolution)	68963454	99.9982%	1260	0.0018%	NIL
---	----------	----------	------	---------	-----

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
--	----------	----------	------	---------	-----

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

