



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

Phone: +91 20 20 30562100 Fax. :+ 91 20-26131071,
email compliance.officer@vascon.com, website: www.vascon.com

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE ANNUAL GENERAL MEETING OF MEMBERS OF VASCON ENGINEERS LIMITED HELD AT AT BABASAHEB DAHANUKAR HALL, ORICON HOUSE, 12, K. DUBHASH MARG, NEAR JAHANGIR ART GALLERY, KALAGHODA, FORT, MUMBAI 400001, ON, SEPTEMBER 15, 2014 AT 4.00 P.M

Certified True Copy as on September 26, 2014

Employee Stock Option Scheme, 2013 ('ESOS, 2013'):

The following resolution is passed as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Companies (Share Capital and Debentures) Rules, 2014, and any other applicable Rules, if any, of the Act, and in accordance with the Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, ('SEBI Guidelines'), as amended from time to time and any other statutory/regulatory authorities, and subject to such other approvals, consents, permissions and sanctions, as may be applicable, including such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, if any, which may be agreed to by the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee including Compensation Committee of the Board, 'the Committee'), consent of the Company be and is accorded to the Board to use the intrinsic value method to value its Options granted under the ESOS Scheme 2013.

For Vascon Engineers Limited,

MUTHUSWAMY
KRISHNAMURTHI
HI

Digitally signed by MUTHUSWAMY
KRISHNAMURTHI
DN: c=IN, o=Personal, CN=3112874,
postalCode=411014, st=Maharashtra,
serialNumber=6d8963e34b786f36f548f26
0c8665f0a55c404802c4993387b2efc85
and, cn=MUTHUSWAMY KRISHNAMURTHI
Date: 2014.09.30 17:37:31 +05'30'

M. Krishnamurthi

Company Secretary and Compliance Officer

A4785

'Atria' Zircon,

Viman Nagar, Pune: 4110014

Explanatory Statement:

Pursuant to the Resolution passed in the Annual General Meeting of the Company held on September 12, 2013, with respect to the ESOS, 2013, the Company shall use the Intrinsic Value Method for valuation of the options granted under ESOS, 2013. Since the Company is calculating the employee compensation cost using the Intrinsic Value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

The Company shall comply with the disclosure and accounting policies prescribed under the SEBI ESOP Guidelines and any other appropriate authority from time to time.

Further the Company hereby informs that it does not intend to grant options under the ESOS, 2013 to the Employees of the Subsidiary Company. The Company will obtain approval from the shareholders in future before granting any stock options to the employees of its Subsidiary Companies.

The Company further informs that there shall be a minimum period of one year between the grant of options and vesting of options under ESOS 2013, as stipulated under clause 9.1 of SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except to the extent of options which have been / may be granted to them.

The Board recommends passing of the Special Resolution in relation to the ESOS 2013, for the approval by the shareholders of the Company.

For Vascon Engineers Limited,

MUTHUSWAMY
KRISHNAMURTHI
HI

Digitally signed by MUTHUSWAMY
KRISHNAMURTHI
DN: c=IN, o=Personal, CN=3112874,
postalCode=411014, st=Maharashtra,
serialNumber=668963e54b786f5f6548f26dc
8665f0dc59c80d802c84993387b2efcc85aed,
cn=MUTHUSWAMY KRISHNAMURTHI
Date: 2014.09.30 17:37:44 +05'30'

M. Krishnamurthi

Company Secretary and Compliance Officer

A4785

'Atria' Zircon,

Viman Nagar, Pune: 4110014



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

Phone: +91 20 30562400 Fax: + 91 20-26131071,

email compliance.officer@vascon.com, website: www.vascon.com

Date: April 5, 2014

National Stock Exchange
Exchange Plaza, C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Kind Attn: Ms. Nidhi Thakkar

Sub.: Employees Stock Option Scheme, 2013 of Vascon Engineers Limited

Dear Madam,

Kindly refer to your letter dated April 01, 2014 in respect to the captioned subject. We hereby submit our reply as under:

1. As advised, the point no. 8 of Schedule V has been updated as per SEBI (ESOS & ESPS) Guidelines, 1999. The revised Schedule V has been enclosed.
2. We hereby submit that point no. (g) of Clause 6.2 of SEBI (ESOS & ESPS) Guidelines, 1999 in respect of the appraisal process has been covered under point no. (b) of Item no. 4 of the Explanatory Statement of Notice dated May 20, 2013.
3. We hereby submit that in the ESOP Scheme under para 16, we have mentioned that the Company shall follow the intrinsic method of valuation for stock options and will make disclosure in its Directors Report in compliance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999. The Company hereby undertakes to take specific approval of the shareholders of the Company in the next general meeting giving specific disclosure of the intrinsic method of valuation for the stock options and confirm you on the compliance of the same. An undertaking dated March 14, 2014 to this effect has been submitted with you. The same has been enclosed for your perusal.

We hereby submit that the Company does not intend to grant options to the employees of the Subsidiary Company. We hereby undertake that the same shall be intimated to the shareholders of the Company in the next general meeting. An undertaking to this effect has been enclosed.

Hope you find the same in order. In case you require any further information / clarification, it will be our pleasure to provide the same.

Thanking you,

Yours sincerely,

for Vascon Engineers Limited

MUTHUSWAMY
KRISHNAMURTHI

Digitally signed by MUTHUSWAMY
KRISHNAMURTHI
DN: c=IN, o=Personal, CN=311287A,
serialNumber=608963a36a78af7f8148f260c866,
emailAddress=muthuswamy.krishnamurthi@vascon.com,
c=IN, o=MUTHUSWAMY KRISHNAMURTHI
Date: 2014.09.30 17:38:00 +05'30'

M. Krishnamurthi
Company Secretary



Young · Mature · Confident

VASCON ENGINEERS LTD.



VASCON®
Development with Conscience

SCHEDULE V
(Clause 22.1)
INFORMATION REQUIRED IN THE STATEMENT TO TBE FILED WITH THE STOCK EXCHANGE

Description of "Employees Stock Option Scheme 2013" of Vascon Engineers Limited

- | 1. | Authorized Share Capital of the Company | : | 100,00,00,000 | | | | | | | | | | | | | | |
|---|---|---|--|-------------|----------|--|-----|---|-----|---|----|--|----|----------------------|----|-----------------------|----|
| 2. | Issued Share Capital of the Company as on date of Institution of the Scheme | : | 901,801,500 | | | | | | | | | | | | | | |
| 3. | Date of Institution of the Scheme | : | September 19, 2013 | | | | | | | | | | | | | | |
| 4. | Validity period of the Scheme | : | Valid until (i) its termination by the Board or (ii) the date on which all of the Options available for issuance under the ESOS – 2013 have been issued and exercised herewith | | | | | | | | | | | | | | |
| 5. | Date of Notice of AGM / EGM for approving the Scheme / for amending the Scheme / for approving grants under Clause 6.3(a) or (b) of the SEBI (ESOS & ESPS) Guidelines | : | May 20, 2013 | | | | | | | | | | | | | | |
| 6. | Date of AGM / EGM approving the Scheme / amending the Scheme / approving grants under Clause 6.3 (a) or (b) of the SEBI (ESOS & ESPS) Guidelines | : | September 12, 2013 | | | | | | | | | | | | | | |
| 7. | Kind of security granted as Options under the Scheme | : | Equity | | | | | | | | | | | | | | |
| 8. | Identity of classes of persons eligible under the Scheme | : | <table border="0"> <tr> <th align="left">Particulars</th> <th align="left">Yes / No</th> </tr> <tr> <td>Permanent employee of the Company working in India</td> <td>Yes</td> </tr> <tr> <td>Permanent employee of the Company working outside India</td> <td>Yes</td> </tr> <tr> <td>Permanent employees of Subsidiary Company</td> <td>No</td> </tr> <tr> <td>Permanent employees of Holding Company</td> <td>No</td> </tr> <tr> <td>Whole-Time Directors</td> <td>No</td> </tr> <tr> <td>Independent Directors</td> <td>No</td> </tr> </table> | Particulars | Yes / No | Permanent employee of the Company working in India | Yes | Permanent employee of the Company working outside India | Yes | Permanent employees of Subsidiary Company | No | Permanent employees of Holding Company | No | Whole-Time Directors | No | Independent Directors | No |
| Particulars | Yes / No | | | | | | | | | | | | | | | | |
| Permanent employee of the Company working in India | Yes | | | | | | | | | | | | | | | | |
| Permanent employee of the Company working outside India | Yes | | | | | | | | | | | | | | | | |
| Permanent employees of Subsidiary Company | No | | | | | | | | | | | | | | | | |
| Permanent employees of Holding Company | No | | | | | | | | | | | | | | | | |
| Whole-Time Directors | No | | | | | | | | | | | | | | | | |
| Independent Directors | No | | | | | | | | | | | | | | | | |
| 9. | Total number of securities reserved under the scheme | : | 22,50,000 | | | | | | | | | | | | | | |
| 10. | Number of securities entitled under each Option | : | One Equity Share for every option granted | | | | | | | | | | | | | | |

Vascon Engineers Limited - Employees Stock Option Scheme, 2013

/



corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083





Young · Mature · Confident

VASCON ENGINEERS LTD.



VASCON®
Development with Conscience

11. Total number of Options to be granted : 22,50,000
12. Maximum number of Options granted per employee in each grant and in aggregate : No Employee will be granted 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
13. Exercise price or pricing formula : The exercise price shall be a price that is not less than the face value per share per option. The exact price payable by the option grantee for each grant would be as specified in the Notice of Option Grant
14. Whether any amounts payable at the time of grant of the Options? If so, quantum of such amount : No
15. Lock-in period under the Scheme :
 - Lock-in period between grant and vesting : 1 year
 - Lock-in period after exercise : Nil
16. Vesting Period under the Scheme : One year from the date of grant.
17. Maximum period within which the Options shall be vested : One year
18. Exercise Period under the Plan : One year from the date of vesting
19. Whether employee can exercise all the Options vested at one time? : Yes.
20. Whether employee can exercise vested Options at various points of time within the exercise period? : Yes (no restriction is there in the scheme)
21. Whether scheme provides for the procedure for making a fair and reasonable adjustment to the number of Options and to the exercise price in case of rights issue, bonus issue and other corporate actions? Clause in Scheme describing such adjustments :

Clause 8.3
If the Company issues bonus or rights shares or split / consolidate its share capital (including any similar corporate action), the Option Grantee will not be eligible for the bonus or rights shares in the capacity of an Option Grantee. However, an adjustment to the number of Options or the Exercise Price or both would be made in accordance with Clause 4.2(o) of the ESOS – 2013.

Clause 8.4
In the event of any change in the constitution of the Company, change of control of the Company, restructuring of the Company including but not limited to, merger, de- merger, spin-off, reverse merger, subsidiarisation etc. or amalgamation of any other entity with the Company, the Options Granted herewith may Vest forthwith subject to the

Vascon Engineers Limited - Employees Stock Option Scheme, 2013

2

corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083





Young · Mature · Confident

VASCON ENGINEERS LTD.



VASCON®
Development with Conscience

minimum time for Vesting prescribed under the Applicable law at the discretion of the Compensation Committee. In such an event the Compensation Committee would have the authority to alter all or any of the terms relating to the Grant or this ESOS – 2013 in general and would also have the authority to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Law, so as to ensure that the benefits under the Grant are passed on to the Employees. The Compensation Committee shall take appropriate actions to ensure that total value of the Options remains the same after the aforesaid corporate actions and in this regard shall if necessary, issue fresh Options/shares of the holding/subsidiary companies of the Company and/or resultant entities emerging due to such corporate actions.

- | | |
|---|--|
| 22. Description of the appraisal for determining eligibility of employees under the Scheme | The specific Employees to whom the Options would be Granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the Compensation Committee, at its absolute discretion |
| 23. The specified time period within which vested Options are to be exercised in the event of termination or resignation of an employee | Clause 7.4 (B)
All the Vested Options, exercisable as per the notice of options grant, shall be exercised by the employee not later than his/her last working day with the Company subject to a maximum period of one year from the vesting of an option. |
| 24. The specified time period within which Options are to be exercised in the event of death of the employee | Clause 7.4 (E)
All Vested Options, may be Exercised by the Option Grantee's nominee immediately after, but in no event later than one year from the date of Death of the option holder subject to a maximum period of one year from the vesting of an option. |

Clause 7.4(L)

All Unvested Options, may be Exercised by the Option Grantee's nominee immediately after the

Vascon Engineers Limited - Employees Stock Option Scheme, 2013

3



corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083





Young · Mature · Confident

VASCON ENGINEERS LTD.



VASCON®
Development with Conscience

25. Whether Plan provides for conditions under which Option vested in employees may lapse in case of termination of employment for misconduct?

Clause in Scheme describing such adjustment

death or but in no event later than one year from the date of Death of the option holder.

Clause 7.4(C)

All the Vested Options, which were not exercised at the time of such termination, shall stand cancelled with effect from the date of such Termination.

Clause 7.4(J)

All Unvested Options on the date of such termination shall stand cancelled with effect from that date.

26. Whether Plan provides for conditions for the grant, vesting and exercise of Option in case of employees who are on long leave?

No

27. Whether amount paid / payable be the employee at the time of the grant of the Option will be forfeited if the employee does not exercise the Option within the exercise period?

Exercise price is payable by the employee only at the time of exercise of options.

28. Details of approval of shareholders pursuant to Clause 6.3 of the SEBI (ESOS & ESPS) Guidelines with respect to:

Grant of Options to employees of subsidiary or holding company

Not Applicable

Grant of Options to identified employees, 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 the Option

Not Applicable

29. Details of the variation made to the Scheme along with the rationale therefore and the details of the employees who are beneficiary of such variation

None

Place: Pune
Date: April 4, 2014



for Vascon Engineers Limited

M. Krishnamurthi

M Krishnamurthi
Company Secretary

Vascon Engineers Limited - Employees Stock Option Scheme, 2013

4

corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083



Young - Mature - Confident

VASCON ENGINEERS LTD.



VASCON®
Development with Conscience

Undertakings:

A. The undersigned Company hereby undertakes:

1. To file, post-effective amendment to this statement to include any material information with respect to the scheme of distribution not previously disclosed in the statement of any material change to such information in the statement.
2. To notify, the concerned stock exchanges on which the securities of the Company are listed, of each issue of securities pursuant to the exercise of the options under the scheme mentioned in this statement, in the prescribed form, as amended from time to time.
3. That the Company shall confirm to the accounting policies specified in clause 13.1 of the SEBI (ESOS & ESPS) Guidelines.
4. That the Scheme conforms to the SEBI (ESOS & ESPS) Guidelines.
5. That the Company has in place systems / codes / procedures to comply with the SEBI (Insider Trading) Regulations.

Place: Pune
Date: April 4, 2014



for Vascon Engineers Limited

M. Krishnamurthi

M Krishnamurthi
Company Secretary

Pursuant to the requirements of the SEBI Act / Guidelines, the Company certifies that it has reasonable grounds to believe that it meets all the requirements for the filing of this form and has duly caused this statement to be signed on its behalf by the undersigned, thereto, duly authorized.

Place: Pune
Date: April 4, 2014



for Vascon Engineers Limited

M. Krishnamurthi

M Krishnamurthi
Company Secretary



Vascon Engineers Limited - Employees Stock Option Scheme, 2013

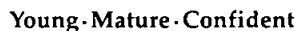
5

corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083



VASCON ENGINEERS LTD.

March 14, 2014

National Stock Exchange

Exchange Plaza, C/1, G Block

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

Sub.: Employees Stock Option Scheme, 2013 of Vascon Engineers Limited

Dear Sir,

In reference to the aforesaid ESOP Scheme and our application for grant of in-principle listing approval, we hereby submit that in the notice of the Annual General Meeting held on September 12, 2013 approving the grant of stock options to the employees of the Company, we have undertaken to comply with the accounting method specified by SEBI. However in the ESOP Scheme under para 16, we have mentioned that the Company shall follow the intrinsic method of valuation for stock options and will make disclosure in its Directors Report in compliance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.

We undertake to take specific approval of the shareholders of our Company in the next general meeting to ratify the same and giving specific disclosure of the intrinsic method of valuation for the stock options and confirm you on the compliance of the same.

We request you to grant in-principle listing approval for the 22,50,000 equity shares under Employees Stock Option Scheme, 2013.

Thanking you,

Yours sincerely,
for Vascon Engineers Limited

19. 1 Gành mướt

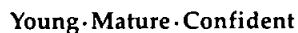
M Krishnamurthi
Company Secretary

corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083



VASCON ENGINEERS LTD.

National Stock Exchange

Exchange Plaza, C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Sub.: Employees Stock Option Scheme, 2013 of Vascon Engineers Limited

Dear Sir,

In reference to the aforesaid ESOP Scheme and our application for grant of in-principle listing approval, we furnish the following clarifications:

1. In the resolution seeking approval for implementation of Employees Stock Option Scheme included in the notice of the Annual General Meeting held on September 12, 2013, the option to grant stock options to the subsidiaries of our Company have also been mentioned. However, we do not intend to grant any stock options to the employees / directors of our Subsidiaries (existing or future). We undertake to obtain approval from the shareholders in future in compliance with the Clause 6.3(a) of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 before granting any stock options to the employees of our subsidiary(ies).
2. Under para (c) of the explanatory statement to the notice of the Annual General Meeting held on September 12, 2013, it has been mentioned that the vesting period shall not be exceeding one year and in the next para (d) it is mentioned that the options will vest not earlier than one year. We intend and confirm to keep the vesting period as one year from the date of grant of options in accordance with the minimum stipulated time period mentioned in the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.

Hope you find the same in order. In case you require any further information / clarification, it will be our pleasure to provide the same.

Thanking you,

Yours sincerely,
for Vascon Engineers Limited

19. | Għaliq

M Krishnamurthi
Company Secretary

corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083