



Vascon/CS/2017/38

4<sup>th</sup> August, 2017

To,

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

Symbol: 533156

Kind Attn: The Manager  
Department of Corporate Services

To,

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

Scrip Code: VASCONEQ

Kind Attn: The Manager,  
Listing Department

**Subject: Intimation- Approval of Scheme of Amalgamation by NCLT, Mumbai Bench**

Ref: Observation Letter of NSE - Ref No. NSE/LIST/80670 dated 19<sup>th</sup> July, 2016

: Observation Letter of BSE- Ref No. DCS/AMAL/ND/24(f)/451/16-17 dated 19.7.2016

**Dear Sir/Madam,**

This is to inform you that National Company Law Tribunal, Mumbai Bench has approved the scheme of Amalgamation of Vascon Pricol Infrastructures Ltd, Vascon Dwellings Private Ltd, Wind Flower Properties Private Ltd, Floriana Properties Private Ltd, IT-Citi Infopark Private Ltd, Greystone Premises Private Ltd, Just Homes (India) Private Ltd, Shreyas Strategists Private Ltd, Sansara Developers India Private Ltd, Sunflower Real Estate Developers Private Ltd and Angelica Properties Private Ltd with Vascon Engineers Ltd and their respective shareholders and creditors vide order dated 21<sup>st</sup> June, 2017.

Pursuant to the Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular no. CIR/CFD/CMD/16/2015 dated 30 November 2015; we would like to submit/state as follows:

**(a) Copy of approved Scheme by the National Company Law Tribunal, Mumbai Bench:**

A Copy of approved Scheme by the National Company Law Tribunal, Mumbai Bench is enclosed as **Annexure A**

**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

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*This document is signed electronically*



**(b) Result of voting by shareholders for approving the Scheme:**

The result of voting (postal ballot and e-voting) by shareholders (excluding promoter group) for approving the Scheme was submitted to the Stock Exchanges on 17th September, 2016.

The copy of the same is enclosed as **Annexure B**.

**(c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-a-vis the Draft Scheme**

There is no change carried out in the draft scheme as submitted to the Stock Exchanges and the National Company Law Tribunal, Mumbai Bench has approved the scheme without any modification.

**(d) Status of compliance with the Observation Letters of the stock exchanges:**

The Company has duly complied with Observations Letters of the Stock Exchanges. The Company has posted all the information on the website of the Company.

**(e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable:**

Not Applicable

**(f) Complaints Report as per SEBI Circular No. CIRJCFD/CDM/16/2015 dated November 30, 2015.**

The Complaints Report is enclosed as Annexure C.

This is for your information and record please.

Thanking you,

**For Vascon Engineers Limited**

**MUTHUSWAMY  
KRISHNAMURTHI**

Digitally signed by MUTHUSWAMY KRISHNAMURTHI  
DN: c=IN, o=Personal, CN=4422262,  
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f82452debc1648, postalCode=411014, st=Maharashtra,  
serialNumber=d89963e34b786f3f548f260c8665f0dc59c80d802c  
8499338762efcc85aed, cn=MUTHUSWAMY KRISHNAMURTHI  
Date: 2017.08.04 11:16:26 +05'30'

**M. Krishnamurthi**

**Company Secretary and Compliance Officer**

**VASCON ENGINEERS LTD.**

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

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*This document is signed electronically*

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH

COMPANY SCHEME PETITION NO. 63 OF 2017

VASCON PRICOL INFRASTRUCTURES LIMITED ...Petitioner / Transferor Company 1

AND

COMPANY SCHEME PETITION NO. 64 OF 2017

VASCON DWELLINGS PRIVATE LIMITED ...Petitioner / Transferor Company 2

AND

COMPANY SCHEME PETITION NO. 65 OF 2017

WIND FLOWER PROPERTIES PRIVATE LIMITED ...Petitioner / Transferor Company 3

AND

COMPANY SCHEME PETITION NO. 66 OF 2017

FLORIANA PROPERTIES PRIVATE LIMITED ...Petitioner / Transferor Company 4

AND

COMPANY SCHEME PETITION NO. 67 OF 2017

IT-CITI INFOPARK PRIVATE LIMITED ...Petitioner / Transferor Company 5

AND

COMPANY SCHEME PETITION NO. 68 OF 2017

GREYSTONE PREMISES PRIVATE LIMITED ...Petitioner / Transferor Company 6

AND

COMPANY SCHEME PETITION NO. 69 OF 2017

JUST HOMES (INDIA) PRIVATE LIMITED ...Petitioner / Transferor Company 7

AND

COMPANY SCHEME PETITION NO. 70 OF 2017

SHREYAS STRATEGISTS PRIVATE LIMITED ...Petitioner / Transferor Company 8

AND

COMPANY SCHEME PETITION NO. 71 OF 2017

SANSARA DEVELOPERS INDIA PRIVATE LIMITED ...Petitioner / Transferor  
Company 9



AND

COMPANY SCHEME PETITION NO. 72 OF 2017

SUNFLOWER REAL ESTATE DEVELOPERS PRIVATE LIMITED

...Petitioner / Transferor Company 10

AND

COMPANY SCHEME PETITION NO. 73 OF 2017

ANGELICA PROPERTIES PRIVATE LIMITED ...Petitioner / Transferor Company 11

In the matter of Section 230 to Sections 232 and any corresponding provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

AND

In the matter of Scheme of Amalgamation of Vascon Pricol Infrastructures Limited and Vascon Dwellings Private Limited and Wind Flower Properties Private Limited and Floriana Properties Private Limited and IT-Citi Infopark Private Limited and Greystone Premises Private Limited and Just Homes (India) Private Limited and Shreyas Strategists Private Limited and Sansara Developers India Private Limited and Sunflower Real Estate Developers Private Limited and Angelica Properties Private Limited with Vascon Engineers Limited and their respective shareholders and creditors.

**Called for Hearing**

Mr. Hemant Sethi i/b Hemant Sethi & Co., Advocates for the Petitioner Companies

Mr. Ramesh Golap, Assistant Director in the office of Regional Director

**Coram: B.S.V. Prakash Kumar, Member (Judicial)**

**V. Nallasenapathy, Member (Technical)**

**Date: 21st June, 2017**

**MINUTES OF ORDER**

- 1 Heard the learned counsel for the Petitioner Companies.
- 2 The sanction of this Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013 to the Scheme of Amalgamation of Vascon Pricol Infrastructures Limited, Vascon Dwellings Private Limited, Wind Flower Properties Private Limited, Floriana Properties Private Limited, IT-Citi Infopark Private Limited, Greystone Premises Private Limited, Just Homes (India) Private Limited, Shreyas Strategists Private Limited, Sansara



Developers India Private Limited, Sunflower Real Estate Developers Private Limited and Angelica Properties Private Limited with Vascon Engineers Limited and their respective shareholders and creditors.

- 3 The Counsel for the Petitioner Companies submit that all the Transferor Companies and the Transferee Company are engaged in the business of real estate activities.
- 4 The respective Boards of Directors are of the view that the proposed Scheme of Amalgamation is beneficial to the respective shareholders, employees and all stakeholders of the Petitioner Companies. The proposed Scheme of Amalgamation is aimed at achieving the following business and commercial objectives:
  - a. Consolidate its real estate business;
  - b. Unlock value for all stakeholders;
  - c. Simplify management structure, leading to better administration and a reduction in costs;
  - d. More focused operational efforts;
  - e. Rationalization, standardization and simplification of business processes; and
  - f. Elimination of duplication and rationalization of administrative expenses
- 5 The Board of Directors of the Petitioner Companies have approved the said Scheme of Amalgamation by passing necessary Board Resolutions which are annexed to the respective Company Scheme Petitions filed by the Petitioner Companies.
- 6 The Learned Counsel appearing on behalf of the Petitioner Companies further states that the Petitioner Companies have complied with all requirements as per directions of the Court / Tribunal and the necessary affidavits of compliance has been filed in the Court / Tribunal. Moreover, the Petitioner Companies through their Counsel undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956/2013 and the Rules made there under whichever is applicable. The said undertakings given by the Petitioner Companies are accepted.
- 7 The Official Liquidator has filed his report on 27<sup>th</sup> March, 2017 stating that the affairs of the Transferor Companies have been conducted in a proper manner and that Transferor Companies may be ordered to be dissolved.
- 8 The Regional Director has filed his report dated 17<sup>th</sup> May, 2017 stating therein that, save and except as stated below, it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph IV of the said Report, it is stated that:



1. *The tax implication if any arising out of the scheme is subject to final decision of Income Tax Authorities. The approval of the scheme by this Hon'ble Tribunal may not deter the Income Tax Authority to scrutinize the tax return filed by the transferee Company after giving effect to the scheme. The decision of the Income Tax Authority is binding on the Petitioner Company.*
2. *The Petitioner Companies has submitted the proof of serving notice, upon the Income Tax Authorities dated 10.02.2017 & 13.02.2017 respectively for comments. This Directorate has also issued a reminder letter to the Income Tax Department 16.05.2017 being issued.*
3. *Certificate by the Company's Auditor stating that the accounting treatment if any proposed in the scheme of compromise or arrangement is in conformity with the accounting standards prescribed under section 133 of the Companies Act, 2013 is not available.*

*In this regard petitioner companies have to undertake to provide the same.*

4. *Chairman report as directed by Hon'ble NCLT regarding meeting of the equity shareholders and unsecured creditors of Transferor Company 1 and Transferee Company are not provided.*

*Petitioner companies has to undertake to submit copy of the minutes of order.*

5. *Petitioner Transferee Company is a listed company. Whereas company has not provided copy of notice served to SEBI, BSE and NSE.*

*In this regard, it is submitted that the transferee company to undertake to issue notice u/s 230(5) of the Act, 2013 to SEBI, BSE and NSE and also furnish comments received from them.*

6. *Petitioner companies not submitted affidavit duly notarized for compliance of provisions of the Companies Act and other Acts as applicable to them.*

*In this regard, it is submitted that petitioner has to undertake to submit affidavits duly notarized.*



9 In so far as observations made in paragraph IV (1) and (2) of the Report of Regional Director is concerned, the Petitioner Companies through their Counsel submit that the Petitioner Companies undertakes to comply with all applicable provisions of the Income Tax Act and all tax issues arising out of the Scheme of Amalgamation will be met and answered in accordance with law.

10 In so far as observations made in paragraph IV (3) of the Report of Regional Director is concerned, the Transferee Company through their Counsel submit that the Petitioner Companies have submitted the certificate by the Company's Auditor on 30 May, 2017 with this Tribunal and with the Regional Director, stating that the accounting treatment proposed in the scheme of amalgamation is in conformity with the accounting standards prescribed under section 133 of the Companies Act, 2013.

11 In so far as observations made in paragraph IV (4) of the Report of Regional Director is concerned, the Petitioner Companies through their Counsel submit the Company Scheme Application was filed before the Hon'ble Bombay High Court ('the High Court') for sanctioning the proposed scheme of amalgamation and the High Court vide Company Scheme for Directions No. 788 to 798 of 2016 dispensed with convening and holding of the meeting of the equity shareholders and unsecured creditors of the Petitioner Companies and also dispensed the entire process of filing of separate Company Summons for Directions and Company Scheme Petition for the Transferee Company. Further, the Company Scheme Petitions were subsequently transferred to and admitted by this Tribunal. The petitioner companies have submitted minutes of orders (CSD No. 788 to 798 of 2016) of the High Court with the Regional Director. However, as instructed by the Regional Director the Petitioner Companies have filed the copy of same with this tribunal and Regional Director on 30 May, 2017.

Thus, in view of the dispensation of meetings of equity shareholders and unsecured creditors of all petitioner companies and dispensation of the entire process of filing separate Company Summons for Directions and Company Scheme Petition for the Transferee Company, the question of convening and holding of the meeting of the equity shareholders and unsecured creditors and submission of chairman's report of the Petitioner Companies and Transferee Company does not arise.

12 In so far as observations made in paragraph IV (5) of the Report of Regional Director is concerned, the Transferee Company through their Counsel submit that the Petitioner Companies has filed the 'No objection certificate' issued by NSE and BSE dated 19<sup>th</sup> July, 2016 granting their approval to the proposed Scheme of Amalgamation with this Tribunal and with the Regional Director along with the respective Company Scheme



Petition. However, as instructed by the Regional Director, the Petitioner Companies have filed the copy of same with this tribunal and Regional Director on 30 May, 2017.

- 13 In so far as observations made in paragraph IV (6) of the Report of Regional Director is concerned, the Petitioner Companies through their Counsel submit that they have submitted affidavits affirmed by the Directors of all the Petitioner Companies to the Regional Director on 27<sup>th</sup> February, 2017. However, as instructed by the Regional Director the Petitioner Companies have filed the copy of same with Regional Director on 30 May, 2017.
- 14 The observations made by the Regional Director have been explained by the Petitioner Companies in paragraphs 9 to 13 above. The clarifications and undertakings given by the Petitioner Companies are hereby accepted.
- 15 From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.
- 16 Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition No 63 to 73 of 2017 filed by the respective Petitioner Companies are made absolute in terms of prayer clause (a) of CSP No 63 to 73 of 2017 of the respective Petitions.
- 17 Petitioner Companies are directed to file a copy of this order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically, along with E-Form INC-28, in addition to the physical copy within 30 days from the date of issuance of the order by the Registry.
- 18 The Petitioner Companies to lodge a copy of this order and the Scheme duly certified by the Deputy Director, National Company Law Tribunal, Mumbai Bench, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of receipt of the order.
- 19 The Petitioner Companies to pay costs of Rs.25,000/- each to the Regional Director, Western Region, Mumbai and the Transferor Companies to pay costs of Rs.25,000/- each to the Official Liquidator, High Court, Bombay.
- 20 Costs to be paid within four weeks from the date of receipt of the order.



- 21 All authorities concerned to act on a certified copy of this order along with the Scheme duly certified by the Deputy Director National Company Law Tribunal, Mumbai Bench.
- 22 Any person interested shall be at liberty to apply to the Tribunal in the above matter for any direction that may be necessary.

Sd/-

V. Nallasenapathy, Member (T)

Sd/-

B.S.V Prakash Kumar, Member (J)

Certified True Copy  
Date of Application 23/06/2017  
Number of Pages 7  
Fee Paid Rs. 35  
Applicant called for collection of copy on 26/07/2017  
Copy prepared on 26/07/2017  
Copy issued on 26/07/2017



Deputy Director  
National Company Law Tribunal, Mumbai Bench





Annexure-B

# 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

**Subject: - Announcement of Result of Postal Ballot (Including e-voting)**

Dear Sir/ Madam,

This is to inform you that Mr. V. Mohan, Chairman of the Company declared the result of the Postal Ballot on 17th September, 2016 at 11 AM at the registered office of the Company, on the basis of the report submitted by Mr. Kulbhushan Rane of K. D. Rane & Associates, Practicing Company Secretary.

In pursuance of Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith voting results along with the scrutinizers report.

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](http://www.vascon.com)

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



### Voting results of Postal Ballot

|                                                                                                                                          |       |
|------------------------------------------------------------------------------------------------------------------------------------------|-------|
| <b>Date of the AGM/ EGM</b>                                                                                                              | NA    |
| <b>Total Number of the shareholders on the record date</b>                                                                               | 14003 |
| <b>No of Shareholders present in the meeting either in person or through proxy:</b><br><br>Promoters and Promoters group:<br><br>Public: | NA    |
| <b>No of Shareholders present in the meeting through Video Conferencing:</b><br><br>Promoters and Promoters group:<br><br>Public:        | NA    |

**Item 1 - Approval of scheme of amalgamation for merger of VasconPricol Infrastructures Limited, Vascon Dwellings Private Limited, Wind Flower Properties Private Limited, Floriana Properties Private Limited, IT-Citi Infopark Private Limited, Greystone Premises Private Limited, Just Homes (India) Private Limited, Shreyas Strategists Private Limited, Sansara Developers India Private Limited, Sunflower Real Estate Developers Private Limited and Angelica Properties Private Limited with the Company**

|                                                                                   |                                                                                                                                                                             |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Resolution required (Special/ Ordinary)</b>                                    | Ordinary Resolution i.e. the votes cast by the public shareholders in favor of the proposal should be more than the number of votes cast by public shareholders against it. |
| <b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b> | Yes                                                                                                                                                                         |



#### 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](http://www.vascon.com)

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

**VASCON ENGINEERS LTD**

**Sebi Polling Report**

**Resolution : 1 - Approval of scheme of amalgamation for merger of VasconPricol Infrastructures Limited, Vascon Dwellings Private Limited, Wind Flower Properties Private Limited, Floriana Properties Private Limited, IT-Citi Infopark Private Limited, Greystone Premises Private Limited, Just Homes (India) Private Limited, Shreyas Strategists Private Limited, Sansara Developers India Private Limited, Sunflower Real Estate Developers Private Limited and Angelica Properties Private Limited with the Company**

| Resolution ID | Category                       | Shares Held (1) | 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 |
|---------------|--------------------------------|-----------------|------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| 1             | Public – Institutional Holders | 4792358         | 4030130          | 84.0949                                                   | 4030130                      | 0                          | 100                                                    | 0                                                    |
| 1             | Promoter and Promoter Group    | 75458012        | 0                | 0                                                         | 0                            | 0                          | 0                                                      | 0                                                    |
| 1             | Public-Others                  | 81086346        | 4160151          | 5.1305                                                    | 4160151                      | 0                          | 100                                                    | 0                                                    |
|               | Total                          | 161336716       | 8190281          | 5.0765                                                    | 8190281                      | 0                          | 100                                                    | 0                                                    |





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](mailto:cskdrane@gmail.com)

September 16, 2016

To

The Chairman  
Board of Directors  
Vascon Engineers Ltd  
15/16, Hazari Baug, LBS Marg  
Vikhroli (West), Mumbai 400 083.

Dear Sirs

**Sub: Postal Ballot - Scrutinizer's Report**

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 postal ballot [e-voting process (remote e-voting) and examining prepaid postage envelopes containing physical ballot papers] under the provisions of section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to the postal ballot process [i.e. by remote e-voting and voting by prepaid postage envelopes] for the resolution contained in the

Postal Ballot Notice dated August 11, 2016. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and physical ballot papers received through prepaid postage envelopes is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the notice, 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 received through prepaid postage envelopes.

3. The Company had completed the dispatch of postal ballot forms/mailed details of electronic voting to the members on August 12, 2016, whose names appeared in the Register of Members/Records of the Depositories as on August 5, 2016.
4. The Company had entered into arrangement with Karvy Computershare Pvt Ltd for providing electronic voting facilities to all the members who were eligible to take part in the voting process.
5. No physical ballot papers were received by me in prepaid postage envelopes with respect to the postal ballot notice sent by the Company on August 11, 2016.
6. The particulars of all electronic votes casted by the members have been entered in a separate register maintained for the purpose.
7. All electronic votes received up to the closing of working hours on Wednesday September 14, 2016 were considered by me for the scrutiny.
8. 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 (none received) on the resolution contained in the notice as under:-

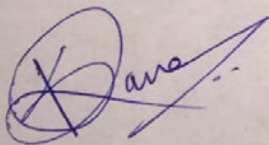
| Items of the Notice | Votes in favour of the resolution | Votes against the resolution | Invalid Votes |
|---------------------|-----------------------------------|------------------------------|---------------|
|                     |                                   |                              |               |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Nos.    | % of total<br>number of<br>valid votes<br>cast (Favour<br>and Against) | Nos. | % of total<br>number of<br>valid votes<br>cast<br>(Favour<br>and<br>Against) | Nos. |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|------------------------------------------------------------------------|------|------------------------------------------------------------------------------|------|
| <b>Item No. 1 -</b><br>Approval of<br>scheme of<br>amalgamation<br>for merger of<br>VasconPricol<br>Infrastructures<br>Limited, Vascon<br>Dwellings<br>Private Limited,<br>Wind Flower<br>Properties<br>Private Limited,<br>Floriana<br>Properties<br>Private Limited,<br>IT-Citi Infopark<br>Private Limited,<br>Greystone<br>Premises Private<br>Limited, Just<br>Homes (India)<br>Private Limited,<br>Shreyas<br>Strategists<br>Private Limited, | 8190281 | 100%                                                                   | NIL  | NIL                                                                          | NIL  |

|                                                                                                                                                                                      |  |  |  |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|--|--|
| Sansara<br>Developers India<br>Private Limited,<br>Sunflower Real<br>Estate<br>Developers<br>Private Limited<br>and Angelica<br>Properties<br>Private Limited<br>with the<br>Company |  |  |  |  |  |
| <b>RESOLUTION PASSED WITH REQUISITE MAJORITY</b>                                                                                                                                     |  |  |  |  |  |

9. I have handed over the electronic data, all other relevant records and registers relating to the e-voting for safe custody to Mr. M Krishnamurthi, Company Secretary of the Company.

**Yours sincerely**



**Kulbhushan D Rane**

**Place: Pune**



## COMPLAINTS REPORT

### Part A

| Sr. No. | Particulars                                        | Number |
|---------|----------------------------------------------------|--------|
| 1.      | Number of complaints received directly             | 0      |
| 2.      | Number of complaints forwarded by Stock Exchange   | 0      |
| 3.      | Total Number of complaints/comments received (1+2) | 0      |
| 4.      | Number of complaints resolved                      | 0      |
| 5.      | Number of complaints pending                       | 0      |

### Part B: N.A.

| Sr. No. | Name of complainant | Date of complaint | Status (Resolved/Pending) |
|---------|---------------------|-------------------|---------------------------|
| 1.      |                     |                   |                           |
| 2.      |                     |                   |                           |
| 3.      |                     |                   |                           |

### For Vascon Engineers Limited

MUTHUSWAMY  
KRISHNAMURTHI

Digitally signed by MUTHUSWAMY KRISHNAMURTHI  
DN: cn=M, o=Personal, c=IN, 4422262,  
2.5.4.20=3d73fbc0362b7e511daa9f8f0b706ea3067c89f0  
f76da9f8f0b706ea3067c89f0, postalCode=411014,  
st=Maharashtra,  
serialNumber=6d8963e34b786f3f6f548f260c8665fddc5  
9c8d802c84993387b2efcc85aed, cn=MUTHUSWAMY  
KRISHNAMURTHI  
Date: 2017.08.04 11:16:06 +05'30'

**M. Krishnamurthi**  
**Company Secretary & Compliance Officer**

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