



Vascon/CS/AGM/2017/44

Sept 29, 2017

To,

BSE Limited,
The Department of Corporate Services
Department of Corporate Services
Mumbai 400 001

Ref: **Scrip Code: 533156**

To,

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza,
Bandra (E), Mumbai - 400 051

Ref: Symbol: **VASCONEQ**

Subject: Details of Voting Results and Scrutinizers' Report at the 32nd Annual General Meeting

Dear Sir/Madam,

In continuation to our letter dated 28th September, 2017 submitting proceedings of 32nd Annual General Meeting of Vascon Engineers Limited held on Thursday, 28th September, 2017 at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai - 400 001 at 1530 hours, please find enclosed herewith:-

- a. Voting Results (Remote E-Voting and Poll) as required under Regulation 44(3) of SEBI((Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- b. Scrutinizers' Report as required under Section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2014.

You are requested to kindly take the same on records.

Thanking you,

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 AGM/EGM	28-09-2017
Total number of shareholders on record date	25263
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	29
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Consider and Adopt : a.Audited Financial Statement for the Financial Year ended March 31, 2017 and the Report of Board of Directors and Auditors thereon b.Audited Consolidated Financial Statement for the Financial Year ended March 31, 2017 and the Report of Board of Directors and 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	61007102	61007102	100.0000	61007102	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000

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	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61007102	100	61007102	0	100	0
Public- Institutions	E-Voting	834925	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	105818159	7097314	6.7071	7097314	0	100.0000	0.0000
	Poll		145544	0.1375	145544	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7242858	6.8446	7242858	0	100	0
	Total	167660186	68249960	40.7073	68249960	0	100.0000	0.0000



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Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. R. Vasudevan (DIN: 00013519), who retires by rotation, and being eligible offers himself 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	61007102	61007102	100.0000	61007102	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61007102	100	61007102	0	100	0
Public- Institutions	E-Voting	834925	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	105818159	7097314	6.7071	7084479	12835	99.8191	0.1808
	Poll		145544	0.1375	145544	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7242858	6.8446	7230023	12835	99.8228	0.1772
Total		167660186	68249960	40.7073	68237125	12835	99.9812	0.0188

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Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify continuation of Statutory Auditors M/s Deloitte Haskins and Sells LLP (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	61007102	61007102	100.0000	61007102	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61007102	100	61007102	0	100	0
Public- Institutions	E-Voting	834925	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	105818159	7097094	6.7069	7087009	10085	99.8578	0.1421
	Poll		145544	0.1375	145544	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7242638	6.8444	7232553	10085	99.8608	0.1392
	Total	167660186	68249740	40.7072	68239655	10085	99.9852	0.0148

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Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - 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	61007102	61007102	100.0000	61007102	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61007102	100	61007102	0	100	0
Public- Institutions	E-Voting	834925	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	105818159	7094814	6.7047	7094814	0	100.0000	0.0000
	Poll		145544	0.1375	145544	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7240358	6.8422	7240358	0	100	0
Total		167660186	68247460	40.7058	68247460	0	100.0000	0.0000

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Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - To Divest/sale/Slump Sale/Demerger of Non-Core Assets and/or Material Subsidiary							
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	61007102	61007102	100.0000	61007102	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61007102	100	61007102	0	100	0
Public- Institutions	E-Voting	834925	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	105818159	7097314	6.7071	7097094	220	99.9969	0.0030
	Poll		145544	0.1375	145544	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7242858	6.8446	7242638	220	99.997	0.003
Total		167660186	68249960	40.7073	68249740	220	99.9997	0.0003

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Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - To amend Articles of Association 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	61007102	61007102	100.0000	61007102	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61007102	100	61007102	0	100	0
Public- Institutions	E-Voting	834925	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	105818159	7097314	6.7071	7097314	0	100.0000	0.0000
	Poll		145544	0.1375	145544	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7242858	6.8446	7242858	0	100	0
	Total	167660186	68249960	40.7073	68249960	0	100.0000	0.0000

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Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - To convert Loan availed from ECL into Equity Shares upon Event of Default							
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	61007102	61007102	100.0000	61007102	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61007102	100	61007102	0	100	0
Public- Institutions	E-Voting	834925	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	105818159	7097314	6.7071	7097094	220	99.9969	0.0030
	Poll		145544	0.1375	145544	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7242858	6.8446	7242638	220	99.997	0.003
	Total	167660186	68249960	40.7073	68249740	220	99.9997	0.0003

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Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Shifting of Registered Office 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	61007102	61007102	100.0000	61007102	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61007102	100	61007102	0	100	0
Public- Institutions	E-Voting	834925	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	105818159	7097094	6.7069	7097094	0	100.0000	0.0000
	Poll		145544	0.1375	145544	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7242638	6.8444	7242638	0	100	0
Total		167660186	68249740	40.7072	68249740	0	100.0000	0.0000

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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 29, 2017

To

The Chairman of the 32nd Annual General Meeting ('AGM') of the Equity Shareholders of Vascon Engineers Limited held on September 28, 2017 held at Babasaheb Dahanukar Hall, Oricon House, 12, K, Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400 001.

Dear Sir

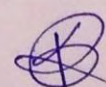
1. By the resolution passed by the Board of Directors of Vascon Engineers Limited ('the Company') at its meeting held on, August 10, 2017, I was appointed as "Scrutinizer" for the purpose of:
 - a. Scrutinising the e-voting process (remote e-voting) under the provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and Regulation 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 32nd AGM of the Equity Shareholders of the Company held on September 28, 2017 held at Babasaheb

Dahanukar Hall, Oricon House, 12, K, Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400 001.

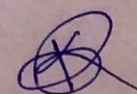
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll by using physical ballot papers at the AGM] for the resolutions contained in the Notice to the 32nd 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 29, 2017 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)	68104416	100%	NIL	NIL	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 2 - Re- appointment of Mr. R Vasudevan (As an Ordinary Resolution)	68091581	99.9812%	12835	0.0188%	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 3 - Ratification of appointment of Statutory Auditors (As an Ordinary Resolution)	68094111	99.9852%	10085	0.0148%	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 4 – To accept unsecured fixed deposit (As an Ordinary	68101916	100%	NIL	NIL	NIL



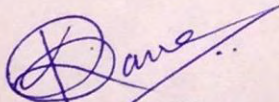
Resolution)					
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 5 – To Divest/Sale/Slump Sale/Demerger Of Non-Core Assets and/or Material Subsidiary (As a Special Resolution)	68104196	99.9997%	220	0.0003%	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 6 – To amend the Articles Of Association of the Company (As a Special Resolution)	68104416	100%	NIL	NIL	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 7 – To convert loan availed from ECL into Equity Shares upon event of default (As a Special	68104196	99.9997	220	0.0003	NIL



Resolution)					
RESOLUTION PASSED WITH REQUISITE MAJORITY					
Item No. 8 – Shifting of registered office of the Company (As a Special Resolution)	68104196	100%	NIL	NIL	NIL
RESOLUTION PASSED WITH REQUISITE MAJORITY					

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

