

Vascon Engineers Limited
Registered Office: 15/16, Hazari Baug, LBS Marg,
Vikhroli (West) Mumbai 400 083
Corporate Office: 'Phoenix', Bund Garden Road,
Pune 411 001.



To the Members,
Vascon Engineers Limited

Disclosure under section 302 of the Companies Act, 1956.

Abstract of terms of re-appointment of Mr. R. Vasudevan as Managing Director of the Company.

The Board of Directors of Vascon Engineers Limited (the Company) at its meeting held on 8th February, 2011 approved, on the recommendation of the Remuneration /Compensation Committee, the re-appointment of Mr. R. Vasudevan as Managing Director of the Company w. e .f. 1st April, 2011, subject to the approval of the shareholders in a general meeting.

Main terms and conditions of the re-appointment of Mr. R. Vasudevan as Managing Director of the Company is given below :

1.Period of Appointment :

5 years effective from 1st April, 2011 and not liable to retire by rotation.

2.Duties & Powers :

The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

3.Remuneration :

A) Salary: Rs.10,00,000/- per month, in the scale 10,00,000 – 100,000 – 15,00,000.

B) LTA: One month's salary.

C) Rent free furnished accommodation or housing rent allowance 50 % of salary per month at the option of the Managing Director.

D) Reimbursement of domiciliary medical treatment expenses up to Rs. 15,000/- or such other higher or lower limit for self and relatives as may be prescribed by Income Tax rules in any financial year.

E) Reimbursement of medical expenses for major sickness and hospitalization on production of vouchers for self and relatives at actual.

F) Use of Company's car for Company's business and partial private use and telecommunication facilities at residence including broadband, internet and fax.

G) Membership of such prestigious clubs as business exigency may warrant including entrances and admission fees.

H) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and payment of Gratuity, other retirement benefits and leave encashment as per the Rules of the Company.

I) Entitled to an additional payment by ex-gratia, bonus, commission or otherwise in any other manner a sum not exceeding five per cent of the net profits of the Company, including the above remuneration, with liberty to pay such commission in one or more installments entirely at the discretion of the Board subject to the applicability of relevant tax provisions.

J) Event of loss or inadequacy of profits in any financial year, during the tenure of Mr. R. Vasudevan as Managing Director of the Company, he shall be entitled to receive a total remuneration including perquisites, etc. not exceeding the ceiling limits as per Schedule XIII of the Companies Act, 1956 or any modifications thereon.

MEMORANDUM OF INTEREST

None of the other Directors of the Company except Mr. R. Vasudevan is interested in the aforesaid appointment.

By Order of the Board
For Vascon Engineers Limited

M. Krishnamurthi
Company Secretary

Pune, 8th February, 2011