



September 28, 2022

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

To,
BSE Limited
The Department of Corporate Services
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400 001

Ref Symbol: **VASCONEQ**

Ref: **Scrip Code: 533156**

Dear Sir/Madam,

Subject: Proceedings of the 37th Annual General Meeting of Vascon Engineers Limited held on Wednesday, September 28, 2022

This is in continuation of our earlier announcements dated August 29, 2022 and September 05, 2022.

In this regard, we would like to inform that pursuant to General Circular No. 02/2022 dated 5th May, 2022 read with Circular Nos. 20/2020, 14/2020, 17/2020, 02/2021 and 21/2021 dated 5th May, 2020, 8th April, 2020, 13th April, 2020, 13th January, 2021 and 14th December, 2021 respectively (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circular") and any other applicable circulars issued by MCA & SEBI in this regard (hereinafter collectively referred to as "the Circulars"), further in compliance with other applicable provisions of the Companies Act, 2013 ('Act') and Companies (Management and Administration) Rules 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Annual General Meeting ("AGM") of Vascon Engineers Limited ("the Company") was duly held on Wednesday, September 28, 2022 at 1130 hours (IST) through Video Conferencing/Other Audio-Visual Means (VC/OAVM) to transact the business mentioned in the Notice of the AGM dated August 02, 2022.

Further, pursuant to Regulation 30 read with Part A of the Schedule - III of SEBI Listing Regulations, please find enclosed herewith the proceeding of the AGM.

Furthermore, pursuant to Regulation 44 of the SEBI Listing Regulations read with Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, voting results of the business transacted at the AGM along with report of the scrutinizer shall be submitted in due course of time.

This is for your information and records.

Thanking You.

For Vascon Engineers Limited

Vibhuti Dani
Company Secretary and Compliance Officer
M No. FCS-7453

VASCON ENGINEERS LTD.

Registered & Corporate Office: Vascon Weikfield Chambers, Behind Hotel Novotel, Opposite Hyatt Hotel, Pune-Nagar Road, Pune - 14.
Tel.: +91 20 3056 2100/200/300, Fax: +91 20 3056 2600, Web: www.vascon.com CIN: L70100PN1986PLC175750



SUMMARY OF PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING OF VASCON ENGINEERS LIMITED HELD ON WEDNESDAY, SEPTEMBER 28, 2022 AT 1130 HOURS TO 1240 HOURS THROUGH VIDEO CONFERENCE

The Annual General Meeting ("AGM") of the Members of Company was held on Wednesday, September 28, 2022 at 11:30 A.M. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). The Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Circulars issued by Securities and Exchange Board of India ('SEBI') and as per applicable laws of the Companies Act, 2013 and the Rules made there under and also in view of the risk posed by Global Pandemic Covid-19 and being the safety of all our members of paramount importance. Further, in accordance with the Secretarial Standard on General Meetings ("SS-II") issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the Registered and Corporate Office of the Company which was the deemed Venue of the AGM.

Present:

Name	Designation	Attended through Video Conferencing from
Mr. Vasudevan Ramamoorthy	Chairman Emeritus	Registered and Corporate Office, Pune
Mr. Mukesh Malhotra	Chairman	
Mr. Siddharth Vasudevan Moorthy	Managing Director	
Dr. Santosh Sundararajan	Whole Time Director and Group Chief Executive Officer	
Mr. K. G. Krishnamurthy	Non-Executive Independent Director	London
Mr. Sankaramahalingam Balasubramanian	Non-Executive Independent Director	Mumbai
Mrs. Sowmya Iyer	Non-Executive Director	Mumbai
Mrs. Vibhuti Darshin Dani	Company Secretary and Compliance Officer	Registered and Corporate Office, Pune
Mr. Somnath Biswas	Chief Financial Officer	Pune

Statutory Auditors, Secretarial Auditors, Internal Auditors, Cost Auditors, and Scrutinizer appointed by the Company joined the Annual General Meeting, through Video Conference from their respective locations.

Company Secretary welcomed the Shareholders to the 37th Annual General Meeting ("AGM") of the Company and introduced the Directors and other invitees present in the meeting to the Shareholders.

Mr. Mukesh Malhotra, Chairman chaired the meeting.

As the requisite quorum was present, Chairman called the Meeting to order.

Shareholders were given a small advisory for the meeting.

Before proceeding with the businesses contained in the AGM Notice, Mr. Mukesh Malhotra, Chairman of the Meeting, addressed the Shareholders attending the meeting through VC.



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The Chairman expressed profound grief on sad demise of Mr. V. Mohan, the then Chairman, who passed away on November 05, 2021. The Chairman placed on records his invaluable contribution and guidance and expressed heartfelt condolences to his family. As a tribute to him he requested all to stand for a minute of silence.

He also welcomed Mr. Sankaramahalingam Balasubramanian as Non-Executive Independent Director (Additional) on the Board.

He then requested Mr. Siddharth Vasudevan Moorthy, Managing Director to provide his insights about the Company.

Managing Director greeted the shareholders and made a brief presentation providing operational and financial highlights of the Company for the financial year ended March 31, 2022 performance and outlook.

Thereafter, Company Secretary briefed about the arrangements and proceedings of the Meeting.

It was informed that remote e-voting commenced on Saturday, September 24, 2022 and ended on Tuesday, September 27, 2022. Shareholders, who had not cast their vote through remote e-voting, were requested to cast their vote in the course of the meeting through insta-voting facility provided by Kfin Technologies Limited (Previously known as "Kfin Technologies Private Limited") by clicking on the "Vote" tab appearing on their screen.

With the consent of the Shareholders present, Notice convening the AGM was taken as read.

Shareholders were informed that:

- 1) Requisite Statutory Registers and other documents referred to in the Notice of AGM were available for inspection electronically by the Shareholders.
- 2) Certificate from Secretarial Auditors of the Company, certifying that the existing ESOS Schemes of the Company have been implemented in accordance with the SEBI Regulations and in accordance with the Shareholders approval was also available for e-inspection.
- 3) Auditors Report for the Consolidated and Standalone statements of the Company for the Financial Year ended March 31, 2022 does not contain any qualification.

Thereafter, Company Secretary briefed on the process to be followed by the shareholders for the Question and Answers.

The Chairman read out the business to be transacted at the meeting as mentioned in AGM notice.

Sr. No	Resolutions Description	Type of Resolution
Ordinary Business		
1	Consideration and adoption of <ol style="list-style-type: none"> a. the audited financial statement of the Company for the financial year ended March 31, 2022, 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, 2022 and the report of Auditors thereon 	Ordinary

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2	To reappoint Mrs. Sowmya Aditya Iyer (DIN: 06470039) as Director who retires by rotation, being eligible offers herself for re-appointment	Ordinary
Special Business		
3	Ratification of Remuneration of Cost Auditor for Financial Year 2022-2023	Ordinary
4	Appointment of Mr. Sankaramahalingam Balasubramanian (DIN: 06622735) as Non-Executive Independent Director for a first term of five years	Special
5	Approval for payment of remuneration to Mr. Siddharth Vasudevan Moorthy as Managing Director of the Company.	Special
6	Authorisation under Section 186 of the Companies Act, 2013	Special

On the invitation of the Chairman, Members who had registered themselves as speakers were invited one by one to ask questions or express their views. Mr. Siddharth Vasudevan Moorthy, Managing Director, Dr. Santosh Sundararajan, Whole Time Director & Group CEO and Mrs. Vibhuti Darshin Dani, Company Secretary & Compliance Officer responded to the queries of the Members and provided clarifications. Post question and answer session, the Chairman thanked the Members for their attendance and participation at the AGM.

Shareholders were requested to complete the e-voting process, if not completed already. They were also informed that Mrs. Savita Jyoti, Scrutinizer of the e-voting process, shall provide her report to the Company after the scrutiny of the votes casted by the Shareholders by remote e-voting and insta-voting. It was announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company and KFin Technologies Limited. Company Secretary was authorised to declare the results of e-voting on or before Friday, September 30, 2022.

Chairman thanked the Shareholders and concluded the meeting. The meeting concluded at 1240 hours (IST).

For **Vascon Engineers Limited**

Vibhuti Dani
Company Secretary and Compliance Officer
M No. FCS-7453

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