



VASCON

Vascon/CS/PB/2019/116

15/03/2019

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

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

Ref: **Scrip Code: 533156**

Ref: Symbol: **VASCONEQ**

Subject: Details of Voting Results and Scrutinisers' Report

Dear Sir/Madam,

In accordance with the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find attached herewith the voting results and Scrutinizers' Report for the resolution on Variations in the terms of Vascon Engineers Limited Employees Stock Option Scheme, 2017 (ESOS 2017) - Repricing of stock options granted to employees who are entitled to participate in the Scheme, as set out in Postal Ballot Notice dated January 18, 2019.

The aforesaid results have been approved by Members with requisite majority, and shall be deemed to have been passed on March 14, 2019 being the last date of receipt of Postal Ballot Forms/e-voting.

In this regard, we are enclosing herewith the following:

1. Details of Voting Results (Remote E-Voting and Poll) under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Consolidated Report of Scrutinizer on Remote E-Voting and Poll Process.

You are requested to kindly take the same on records.

Thanking you,

For **Vascon Engineers Limited**



Vibhuti Dani

Company Secretary and Compliance Officer

Encl: As above



VASCON ENGINEERS LTD.

Registered & Corporate Office: Vascon Weikfield Chambers, Behind Hotel, Novotel, Opposite Hyatt Hotel, Pune Nagar Road, Pune Maharashtra, India, 411014

Tel.: +91 20 3056 2100/200/300, Fax: +91 20 3056 2600, Web: www.vascon.com

CIN: L70100PN1986PLC175750



VASCON

Company Name	VASCON ENGINEERS LTD
Date of the AGM/EGM	NA
Total number of shareholders on record date	40179
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	0
Promoters and Promoter Group:	0
Public:	0



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VASCON

Resolution required: (Ordinary/Special)	SPECIAL - Variation of Terms of Vascon Engineers Limited Employees Stock Option Scheme 2017 (ESOS 2017) - Re-pricing of Stock Options Granted To Employees Who are entitled To Participate In the Scheme							
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	60795987	99.6540	60795987	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
Public-Institutions	E-Voting	488397	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
Public- Non Institutions	E-Voting	116641217	13490782	11.5661	13466402	24380	99.8192	0.1807
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		4060	0.0035	4060	0	100.0000	0.0000
Total		178136716	74290829	41.7044	74266449	24380	99.9672	0.0328



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CS. SAVITA JYOTI, B.Com., F.C.S.

Scrutiniser's Report – Consolidated

To,

The Chairman
Vascon Engineers Ltd.
Vascon Weikfield Chambers,
Behind Novotel Hotel, Opp Hyatt Hotel,
Pune Nagar Road,
Pune – 411014

Sub. : Consolidated Report of Scrutiniser on the results of voting conducted through Postal Ballot and voting through Electronic Means.

Dear Sir,

1. I, Savita Jyoti, M/s. Savita Jyoti Associates, Practicing Company Secretary, was appointed as the Scrutiniser by the Board of Directors of Vascon Engineers Ltd. ("the Company"), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 to scrutinise the votes cast electronically ("Remote E-voting") as well as through Postal Ballot on the item of business set out in the Notice of Postal Ballot dated January 18, 2019 in a fair and transparent manner.
2. In compliance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 and 110 of the Companies Act 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-voting facility to cast vote on the resolution through the electronic voting platform of Karvy Fintech Private Limited ("Karvy").
3. The Postal Ballot Notice and the Forms along with postage prepaid Business Reply Envelope were dispatched to members of Vascon Engineers Limited through courier on February 11, 2019 and were sent electronically on February 11, 2019 to the members whose email addresses were registered with the Depository Participants/ Registrar and Transfer Agent as on the cut-off date being Friday, February 1, 2019
4. In terms of Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in English Newspaper "The Indian Express" and Marathi Newspaper "Lok Satta" both dated Wednesday, February 13, 2019, informing about the completion of dispatch of Postal Ballot Notice and Forms and details of Remote E-voting.
5. The Remote E-voting period remained open from Tuesday, February 12, 2019 at 9:00 a.m. (IST) and ended at 5:00 p.m. (IST) on Thursday, March 14, 2019. During the period, members of the Company holding share in physical and/or in dematerialised form, as on cut-off date i.e. Friday, February 1, 2019 were entitled to vote on the resolution set out in the Notice of Postal Ballot dated January 18, 2019.

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

6. The e-voting module of Karvy was disabled on Thursday, March 14, 2019 at 5.00 p.m. (IST) and unblocked thereafter by me in presence of Ms Sonam and Ms Vibha, not in employment of the Company as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014.
7. The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot Forms.
8. The Postal Ballot Forms received upto 5.00 p.m. (IST) on Thursday, March 14, 2019 were considered valid for scrutiny. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The summary of votes cast by Remote E-voting and by Postal Ballot Forms is given below :

SPECIAL BUSINESS:

Resolution No. 1:

Variation in the terms of Vascon Engineers Limited Employees Stock Option Scheme 2017 (ESOS 2017) – Repricing of Stock options granted to Employees who are entitled to participate in this scheme

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	E-voting	61007102	60795987	99.6540	60795987	0	100	0.00
	Postal Ballot		0	0	0	0	0	0
	Total		60795987	99.6540	60795987	0	100	0.00
Public - Institutions	E-voting	488397	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-voting	116641217	13490782	11.5661	13466402	24380	99.8192	0.1807
	Postal Ballot		4060	0.0035	4060	0	100	0.00
	Total		13494842	11.569	13470462	24380	99.8193	0.1807
Total		178136716	74290829	41.7044	74266449	24380	99.9672	0.0328

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

10. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the Postal Ballots Forms will remain in my custody until the Chairman/Managing Director/Company Secretary considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/Managing Director/Company Secretary.
11. The Chairman of the Company can declare and confirm the above result of Postal Ballot and the same can be communicated to BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed and also be displayed on the Company's website www.vascon.com

Thanking you,
Yours faithfully,

Savita Jyoti

CS SAVITA JYOTI (Scrutiniser)
SAVITA JYOTI ASSOCIATES
Practicing Company Secretary
Membership No.3738; CP No. 1796

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No 1796

Place: Hyderabad
Date: March 15, 2019