

September 20, 2024

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

## Subject: Details of Voting Results and Scrutiniser's Report of 39<sup>th</sup> Annual General Meeting of the Company held on Friday, September 20, 2024

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results and Scrutinizer's Report on the resolutions passed at the Annual General Meeting of the Company held on Friday, September 20, 2024 for your information and records. The said resolutions have been approved by Members with requisite majority.

You are requested to kindly take the same on records.

Thanking you,

For Vascon Engineers Limited

Neelam Pipada Company Secretary and Compliance Officer

Encl: a/a

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

Name of the Company	VASCON ENGINEERS LTD
Date of the AGM/EGM	20-09-2024
Total number of shareholders on record date	93920
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	47
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)	a. Audited Finan	ORDINARY - Consider and adopt: a. Audited Financial Statement, Reports of the Board of Directors and Auditors b. Audited Consolidated Financial Statement, Reports of the Board of Directors and Auditors										
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	Votes Invalid	Votes Abstained		
	E-Voting		7,983,286	11.4075	7,983,286	0	100.0000	0.0000	0	0		
Promoter and Promoter Group	Poll		42,011,010	60.0304	42,011,010	0	100.0000	0.0000	0	0		
	Postal Ballot (if applicable)	69,982,920	0	0.0000	0	0	0.0000	0.0000	0	0		
	Total		49,994,296	71.4379	49,994,296	0	100.0000	0.0000	0	0		
	E-Voting		591,093	52.8168	591,093	0	100.0000	0.0000	0	34,830		
Public- Institutions	Poll		0	0.0000	0	0	0.0000	0.0000	0	0		
	Postal Ballot (if applicable)	1,119,138	0	0.0000	0	0	0.0000	0.0000	0	0		
	Total		591,093	52.8168	591,093	0	100.0000	0.0000	0	34830		
	E-Voting		14,639,175	9.5847	14,633,450	5,725	99.9608	0.0391	0	1,729		
Public- Non Institutions	Poll		32,414	0.0212	32,414	0	100.0000	0.0000	10	0		
	Postal Ballot (if applicable)	152,735,053	0	0.0000	0	0	0.0000	0.0000	0	0		
	Total		14,671,589	9.6059	14,665,864	5,725	99.9610	0.0390	10	1729		
	Total	223,837,111	65,256,978	29.1538	65,251,253	5,725	99.9912	0.0088	10	36559		

Resolution No.	2									
Resolution required: (Ordinary/ Special)	<b>ORDINARY</b> - R	e-appointment of	Mr. Siddharth	Moorthy, who retir	es by rotation, a	and being el	igible offers himself fo	or 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	Votes Invalid	Votes Abstained
	E-Voting		7,983,286	11.4075	7,983,286	0	100.0000	0.0000	0	0
	Poll	69,982,920	42,011,010	60.0304	42,011,010	0	100.0000	0.0000	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,994,296	71.4379	49,994,296	0	100.0000	0.0000	0	0
	E-Voting		625,923	55.9290	524,346	101,577	83.7716	16.2283	0	0
	Poll	1,119,138	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		625,923	55.929	524,346	101,577	83.7716	16.2284	0	0
	E-Voting		14,639,138	9.5847	14,631,626	7,512	99.9486	0.0513	0	1,766
	Poll	152,735,053	32,414	0.0212	32,414	0	100.0000	0.0000	10	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,671,552	9.6059	14,664,040	7,512	99.9488	0.0512	10	1766
	Total	223,837,111	65,291,771	29.1693	65,182,682	109,089	99.8329	0.1671	10	1766

Resolution No.	3									
Resolution required: (Ordinary/ Special)	<b>ORDINARY</b> - Re-	appointment of N	//s Sharp & Tai	nnan Associates,	Chartered Acco	ountants as	Statutory Auditors of	the Company		
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
				% of Votes Polled on outstanding shares	No. of Votes	No. of Votes –	% of Votes in favour on votes	% of Votes against		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	(3)=[(2)/(1)]* 100	– in favour (4)	against (5)	polled $(6)=[(4)/(2)]*100$	on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	69,982,920	7,983,286	11.4075	7,983,286	0	100.0000	0.0000	0	0

	Poll		42,011,010	60.0304	42,011,010	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,994,296	71.4379	49,994,296	0	100.0000	0.0000	0	0
	E-Voting		625,923	55.9290	625,923	0	100.0000	0.0000	0	0
	Poll	1,119,138	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		625,923	55.929	625,923	0	100.0000	0.0000	0	0
	E-Voting		14,639,138	9.5847	14,632,247	6,891	99.9529	0.0470	0	1,766
	Poll	152,735,053	32,414	0.0212	32,414	0	100.0000	0.0000	10	0
Public- Non Institutions	Postal Ballot (if applicable)	,,	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,671,552	9.6059	14,664,661	6,891	99.9530	0.0470	10	1766
	Total	223,837,111	65,291,771	29.1693	65,284,880	6,891	99.9894	0.0106	10	1766

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To 24	<b>DRDINARY</b> - To Confirm the payment of Interim Dividend Of Rs. 0.25/- Paisa per Equity and consider the same as the final Dividend for Financial Year 2023-								
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	Votes Invalid	Votes Abstained
	E-Voting		7,983,286	11.4075	7,983,286	0	100.0000	0.0000	0	0
	Poll	69,982,920	42,011,010	60.0304	42,011,010	0	100.0000	0.0000	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,994,296	71.4379	49,994,296	0	100.0000	0.0000	0	0
	E-Voting		625,923	55.9290	625,923	0	100.0000	0.0000	0	0
	Poll	1,119,138	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		625,923	55.929	625,923	0	100.0000	0.0000	0	0
	E-Voting	152,735,053	14,639,175	9.5847	14,633,322	5,853	99.9600	0.0399	0	1,729
Public- Non Institutions	Poll	102,700,000	32,414	0.0212	32,414	0	100.0000	0.0000	10	0

Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		14,671,589	9.6059	14,665,736	5,853	99.9601	0.0399	10	1729
Total	223,837,111	65,291,808	29.1693	65,285,955	5,853	99.9910	0.0090	10	1729

Resolution No.	5										
Resolution required: (Ordinary/ Special)	-	DRDINARY - Ratification of remuneration of Cost Auditor for Financial Year 2024-2025									
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	Votes Invalid	Votes Abstained	
	E-Voting		7,983,286	11.4075	7,983,286	0	100.0000	0.0000	0	0	
	Poll	69,982,920	42,011,010	60.0304	42,011,010	0	100.0000	0.0000	0	0	
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		49,994,296	71.4379	49,994,296	0	100.0000	0.0000	0	0	
	E-Voting		625,923	55.9290	625,923	0	100.0000	0.0000	0	0	
	Poll	1,119,138	0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Postal Ballot (if applicable)	, , ,	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		625,923	55.929	625,923	0	100.0000	0.0000	0	0	
	E-Voting		14,639,175	9.5847	14,632,105	7,070	99.9517	0.0482	0	1,729	
	Poll	152,735,053	32,414	0.0212	32,414	0	100.0000	0.0000	10	0	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		14,671,589	9.6059	14,664,519	7,070	99.9518	0.0482	10	1729	
	Total	223,837,111	65,291,808	29.1693	65,284,738	7,070	99.9892	0.0108	10	1729	

Resolution No.	6								
Resolution required: (Ordinary/ Special)			-	ers Limited Emplo re entitled to parti		e 2020 (ESOS 2020)-c	change in vesting sche	edule of ou	tstanding
Whether promoter/ promoter group are interested in the agenda/resolution?	No	<u> </u>							

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	Votes Invalid	Votes Abstained
	E-Voting		7,983,286	11.4075	7,983,286	0	100.0000	0.0000	0	0
	Poll	69,982,920	42,011,010	60.0304	42,011,010	0	100.0000	0.0000	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		49,994,296	71.4379	49,994,296	0	100.0000	0.0000	0	0
	E-Voting		625,923	55.9290	0	625,923	0.0000	100.0000	0	0
	Poll	1,119,138	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		625,923	55.929	0	625,923	0.0000	100.0000	0	0
	E-Voting		14,639,165	9.5847	14,630,677	8,488	99.9420	0.0579	0	1,739
	Poll	152,735,053	32,414	0.0212	32,414	0	100.0000	0.0000	10	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,671,579	9.6059	14,663,091	8,488	99.9421	0.0579	10	1739
	Total	223,837,111	65,291,798	29.1693	64,657,387	634,411	99.0283	0.9717	10	1739

COMPANY SECRETARIES

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

#### FORM No. MGT-13

#### REPORT OF SCRUTINISER

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

То

#### The Chairman Vascon Engineers Limited

Vascon Weikfield Chambers, Behind Hotel Novotel, Opposite Hyatt Hotel, Pune - Nagar Road, Pune-411014

Dear Sir,

We thank you for appointing us as the Scrutiniser for remote e-voting process and voting by your members at the 39<sup>th</sup> Annual General Meeting of your Company held on Friday, 20<sup>th</sup> day of September 2024 at 11.30 a.m. at Royal Orchid Golden Suites, Golden Nest, Opp. Cerebrum IT Park, Kalyani Nagar Pune-411014.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking you, Yours faithfully,

#### for Savita Jyoti Associates

Samita Typet

CS Savita Jyoti Scrutinizer FCS 3738; CP 1796

Encl.: As above

## SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

#### SCRUTINIZER'S REPORT

Name of the Company	Vascon Engineers Limited
Meeting	39th Annual General Meeting
Day, Date & Time	Friday, September 20, 2024, at 11.30 a.m.
Venue	Royal Orchid Golden Suites, Golden Nest, Opp. Cerebrum IT Park, Kalyani Nagar Pune-411014
Mode	Physical

#### 1. Appointment of Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by members at the 39<sup>th</sup> Annual General Meeting ("AGM") of Vascon Engineers Limited (hereinafter referred to as the "Company") scheduled on Friday, September 20, 2024, at 11.30 a.m. at Royal Orchid Golden Suites, Golden Nest, Opp. Cerebrum IT Park, Kalyani Nagar Pune-411014, Maharashtra, India. Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

#### 2. Cut-off date

Voting rights were reckoned as on Friday, September 13, 2024, being cut-off date for the purpose of deciding the entitlements of members for remote c-voting and c-voting during the AGM.

#### 3. Remote e-voting

#### 3.1 Agency

The Company appointed **KFin Technologies Limited**, ("**Kfintech**") as the agency for providing the platform for remote e-voting and e-voting during the AGM.

#### 3.2 Remote e-voting period

Remote e-voting platform was open from Monday, 16<sup>th</sup> September 2024 at 9:00 A.M. (IST) and ended on Thursday, 19<sup>th</sup> September 2024 at 5:00 P.M. (IST) and members were required to cast their votes electronically conveying their assent and dissent in respect of the resolutions on the remote e-voting platform provided by Kfintech.

#### 4 Counting process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the Kfintech e-voting platform and downloaded results.

COMPANY SECRETARIES

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

#### **5** Results

**5.1** Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated August 14, 2024, are enclosed herewith.

**5.2** Based on the aforesaid results, we report that all the resolutions as set out in Item Nos. 1 to 6 of the Notice of the AGM dated August 14, 2024, have been passed with the requisite majority.

Thanking you, Yours faithfully,

### for Savita Jyoti Associates

Samita Typet

CS Savita Jyoti Scrutinizer FCS 3738; CP 1796

Place: Hyderabad Dated: September 20, 2024 COMPANY SECRETARIES

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

#### CONSOLIDATED RESULTS

Item No. 1: To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and the report of Auditors' thereon

Particulars	Remote	e-voting	Voting	at AGM	To	tal	Percenta
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	ge (%)
Assent	180	23207829	20	42043424	200	65251253	99.99
Dissent	13	5725	_	-	13	5725	0.01
Total	193	23213554	20	42043424	213	65256978	100
<del>Invalid</del> / Abstained	4	36559	1	10	5	36569	

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 1 of the Notice of the AGM dated August 14, 2024, has been passed with requisite majority.

# Item No. 2: To reappoint Mr. Siddharth Moorthy (DIN: 02504124), who retires by rotation

Particulars	Remote	Remote e-voting		Voting at AGM		Total		
	Number of Members Voted	Votes	Number of Members	Votes	Number of Members	Votes	ge (%)	
			Voted		Voted			
Assent	166	18974305	20	42043424	186	61017729	99.82	
Dissent	26	109089	-	-	26	109089	0.18	
Total	192	19083394	20	42043424	212	61126818	100	

Invalid/	5	4166719	1	10	6	4166729
Abstained						

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 2 of the Notice of the AGM dated August 14, 2024, has been passed with requisite majority.

## SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Abstained

# Item No. 3: Re-appointment of M/s. Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company.

Particulars	Remote	Remote e-voting		at AGM	То	Percent	
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	age (%)
Assent	173	23241456	20	42043424	193	65284880	99.99
Dissent	20	6891	-	-	20	6891	0.01
Total	193	23248347	20	42043424	213	65291771	100
Invalid/	4	1766	1	10	5	1776	

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the AGM dated August 14, 2024, has been passed with requisite majority.

### Item No. 4: To confirm the payment of interim dividend of Re.0.25/- per equity share of face value of Rs. 10/- each as final dividend for the financial year ended March 31, 2024

Particulars	Remote e-voting		Voting	at AGM	То	Percent	
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	age (%)
Assent	178	23242531	20	42043424	198	65285955	99.99
Dissent	16	5853	-	-	16	5853	0.01
Total	194	23248384	20	42043424	214	65291808	1000

Invalid/	3	1729	1	10	4	1739
Abstained						

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 4 of the Notice of the AGM dated August 14, 2024, has been passed with requisite majority.

### Item No. 5: Ratification of remuneration of cost auditor for financial year 2024-25

Particulars	Remote	Remote e-voting		at AGM	То	Percenta	
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	ge (%)
Assent	173	23241314	20	42043424	193	65284738	99.99
Dissent	21	7070	-	-	21	7070	0.01
Total	194	23248384	20	42043424	214	65291808	100

## SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Invalid/	3	1729	1	10	4	1739
Abstained						

Based on the aforesaid results, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM dated August 14, 2024, has been passed with requisite majority.

#### Item No. 6: Variation of terms of Vascon Engineers Limited Employees Stock Option Scheme 2020 (ESOS 2020)-change in vesting schedule of outstanding stock options to be granted to employees who are entitled to participate in the scheme:

Particulars	Remote e-voting		Voting at AGM		ſ	Percentag	
	Number of Members Voted	Votes	Number of Members Voted	Votes	Numbe r of Memb ers Voted	Votes	e (%)
Assent	163	22613963	20	42043424	183	64657387	99.03
Dissent	30	634411	-	-	30	634411	0.97
Total	193	23248374	20	42043424	213	65291798	100

Invalid/	4	1739	1	10	5	1749
Abstained						

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, we report that the Special Resolution as set out in Item No. 6 of the Notice of the AGM dated August 14, 2024, has been passed with requisite majority.

Thanking you, Yours faithfully,

For Savita Jyoti Associates **Company Secretaries** 

Samila Typ

CS Savita Jyoti **Practicing Company Secretary** FCS No.: 3738, CP No.: 1796 UDIN: F003738F001268298 Peer Review No:1326/2021

Place: Hyderabad Dated: September 20, 2024

Countersigned: For Vascon Engineers Limited

Neelam Pipada **Company Secretary**  Witness 1: What Witness 2: Marijun

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