



September 28, 2021

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 36<sup>th</sup> Annual General Meeting of Vascon Engineers Limited held on Tuesday, September 28, 2021**

This is in continuation of our earlier announcements dated September 01, 2021 and September 04, 2021.

In this regard, we would like to inform that pursuant to General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 10/2021 dated June 23, 2021 (collectively referred to as "MCA Circulars") and any updates thereto issued by the Ministry of Corporate Affairs ("MCA") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI") (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 Tuesday, September 28, 2021 at 1140 hours (IST) through video conferencing/other Audio-Visual Means (VC/OAVM) to transact the business mentioned in the Notice of the AGM dated August 21, 2021.

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



# VASCON

## SUMMARY OF PROCEEDINGS OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING OF VASCON ENGINEERS LIMITED HELD ON TUESDAY, SEPTEMBER 28, 2021 FROM 1140 HOURS TO 1240 HOURS THROUGH VIDEO CONFERENCE

The Annual General Meeting ("AGM") of the Members of Company was held on Tuesday, September 28, 2021 at 11:40 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 thereunder and also in view of maintaining social distancing norms amidst the global outbreak of the COVID-19 pandemic. 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. V. Mohan	Chairman	Residence, Mumbai
Mr. Siddharth Vasudevan Moorthy	Managing Director	Registered and Corporate Office, Pune
Dr. Santosh Sundararajan	Whole Time Director and Group Chief Executive Officer	
Mrs. Sowmya Iyer	Non-Executive Director	Residence, Mumbai
Mrs. Vibhuti Dani	Company Secretary and Compliance Officer	Residence, Ahmedabad
Mr. Rajesh Mhatre	Chief Executive Officer (Real Estate)	Registered and Corporate Office, Pune
Mr. Somnath Biswas	Chief Financial Officer	

Mr. Pramod Bhise, Partner Sharp & Tannan Associates, Statutory Auditors of the Company, Mr. Kulbhushan Rane, Practising Company Secretary and Secretarial Auditor of the Company, Mr. Kusai Goawala, Internal Auditors of the Company, Mrs. Varsha Limaye, Cost Auditors of the Company joined the Annual General Meeting, Mrs. Savita Jyoti, Practising Company Secretary and Scrutinizer for conducting the e-voting process in a fair and transparent manner through Video Conference from their respective locations.

Company Secretary welcomed the Shareholders to the 36<sup>th</sup> Annual General Meeting ("AGM") of the Company and introduced the Directors and other invitees present in the meeting to the Shareholders. Mr. K. G. Krishnamurthy and Mr. Mukesh Malhotra, Independent Directors on account of their preoccupations have requested exemption from attending the meeting.

Mr. V. Mohan, Chairman chaired the meeting.

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

Shareholders were given a small advisory for the meeting.

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

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

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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, 2021 performance and outlook.

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

It was informed that remote e-voting commenced on Friday, September 24, 2021 and ended on Monday, September 27, 2021. 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 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 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, 2021 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
<b>Ordinary Business</b>		
1	Consideration and adoption of <ol style="list-style-type: none"> <li>a. the audited financial statement of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Auditors thereon; and</li> <li>b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon</li> </ol>	Ordinary
2	To reappoint Mr. Siddharth Vasudevan Moorthy as Director who retires by rotation, being eligible offers himself for re-appointment	Ordinary
<b>Special Business</b>		
3	Ratification of remuneration of Cost Auditor for Financial Year ended March 31, 2022	Ordinary
4	Re-appointment of Mr. Mukesh Malhotra (DIN: 00129504) as Non-Executive Independent Director	Special
5	To amend the Articles of Association of the Company	Special
6	To appoint Mr. Vasudevan Ramamoorthy as Chairman Emeritus	Special
7	To appoint Dr. Santosh Sundararajan (DIN: 00015229) who was appointed as Additional Director of the Company w.e.f. May 31, 2021 as Director of the Company liable to retire by rotation	Ordinary

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8	To appoint Dr. Santosh Sundararajan as Whole Time Director designated as Whole Time Director and Group Chief Executive Officer of the Company	Special
9	Variation of terms of Vascon Engineers Limited Employees Stock Option Scheme-2017 (ESOS- 2017) change in vesting schedule of outstanding stock options to be granted to employees who are entitled to participate	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 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 Private Limited. Company Secretary was authorised to declare the results of e-voting on or before Thursday, September 30, 2021.

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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