



Date: 27<sup>th</sup> February, 2018

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

To,  
**BSE Limited,**  
The Department of Corporate Services  
Department of Corporate Services  
Mumbai 400 001

Ref Symbol: **VASCONEQ**

Ref: **Scrip Code: 533156**

**Subject: Notice of Extra-Ordinary General Meeting**

Dear Sir,

Pursuant to Regulation 30 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith notice of Extra-Ordinary General Meeting of the Company to be held on Thursday, 29<sup>th</sup> day of March, 2018 at 1030 hrs at Vascon Weikfield Chambers, Opposite Hotel Hyatt, Pune-Nagar Road, Pune -411 014. The Company has completed Dispatch of Notices to the Shareholders on 26<sup>th</sup> February, 2018.

Kindly take the same on record.

Thanking you,

For **Vascon Engineers Limited**

**M. Krishnamurthi**  
**Company Secretary and Compliance Officer**

**Encl: As above**

VASCON ENGINEERS LTD.

Corporate Office: Vascon Weikfield Chambers, Vascon Weikfield IT City Infopark, Pune-Nagar Road, Viman Nagar, Pune - 14.

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

Registered Office: 15/16 Hazari Baugh, L B S Marg, Vikhroli (W) Mumbai - 83. CIN: L70100MH1986PLC038511



VASCON

## VASCON ENGINEERS LIMITED

Registered Office: 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083, India, Tel No: +91 22 2578 1143

Corporate Office: Vascon Weikfield Chamber, Behind Hotel Novotel, Opposite Hyatt Hotel, Nagar Road, Pune-411014.

Tel No.: +91 20 3056 2200, Fax No.: +91 20 30562600. • Contact Person: Mr. M. Krishnamurthi, Company Secretary and Compliance Officer

E-mail: [compliance.officer@vascon.com](mailto:compliance.officer@vascon.com), Website: [www.vascon.com](http://www.vascon.com). • Corporate Identity Number: L70100MH1986PLC038511

### Notice of the Extra Ordinary General Meeting

Dear Member(s),

**Notice** is hereby given that the Extra-ordinary General Meeting of the Members of Vascon Engineers Limited ('the Company') will be held on Thursday the 29<sup>th</sup> day of March, 2018 at 10:30 hours at Vascon Weikfield Chambers, Opp. Hotel Hyatt, Pune-Nagar Road, Vimannagar, Pune – 411 014 to transact the following business as a Special Business:

#### ITEM NO. 1:

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and the rules enacted thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014] including any amendments thereto or re-enactment thereof, the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder [including the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017] as amended from time to time, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the uniform listing agreements entered into with the Stock Exchanges and subject to other applicable rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the Stock Exchanges, and/or any other competent governmental or regulatory authorities from time to time to the extent applicable and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GOI and/or any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to create, offer, issue and allot such number of Equity Shares of face value of Rs. 10 each ("Equity Shares"), fully convertible debentures, preference shares convertible into Equity Shares, any other security convertible into or exchangeable into Equity Shares (collectively referred to as "Securities") or any combination of Securities, in one or more tranches, by way of Qualified Institutions Placement ("QIP"), through issue of placement document or other permissible offer documents to any eligible person, including qualified institutional buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations ("Investors") or any other mode/method or means as may be prescribed by the Concerned authorities from time to time as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Company (the "Issue") such that the aggregate number of Equity Shares to be issued directly or upon conversion of any Securities shall not exceed Rs. 100 Crores (Rupees One Hundred crores)

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations ( hereinafter referred to as "Eligible Securities" or QIP Securities within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations as may be amended from time to time and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations as may be amended from time to time.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities shall, inter-alia, be subject to the following terms and conditions -

1. in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
2. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any other corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued to Qualified Institutional Buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares in the Issue shall be the date of the meeting in which the Board or the committee of directors duly authorised by the board decides to open the proposed issue of Equity Shares or such other date as may be amended under relevant Regulation, and in the event that Eligible Convertible Securities are issued to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board or the committee of directors duly authorised by the board decides to open the issue of such Eligible Convertible Securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares or such other date as may be amended under relevant regulations.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities, in terms of the preceding regulation shall be as per the regulations/guidelines prescribed by SEBI, Ministry of Finance, RBI, GOI through its various departments, or any other regulator and the pricing of any Equity Shares issued on the conversion of the securities shall be made subject to and in compliance with the applicable rules and regulations; and such price shall be subject to appropriate adjustments in the applicable rules/guidelines/statutory provisions.

**RESOLVED FURTHER THAT** the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in the placement document or other permissible offer documents.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any QIP Securities as may be necessary in accordance with the terms of the offering, and all such shares shall rank pari passu with the existing equity shares of the Company in all respects, as may be provided under the terms of the issue and in the placement document or other permissible offer documents.

**RESOLVED FURTHER THAT** the equity shares shall be listed on the stock exchange, where the existing equity shares of the Company are listed and the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Eligible Securities or Equity Shares as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this issue, the Board or its appointed delegates/committees, are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable or expedient for the issue, including without limitation, determining the form and manner of securities, entering into of the underwriting, escrow collection, marketing, and institution/trustees/agents and similar agreements, and to remunerate the managers, advisors, underwriters and such other authorities and agencies as may be required for the completion of the issue, to finalize, settle execute, issue and deliver or arrange the delivery of the relevant offer documents, agreements and any other deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and to settle all questions, difficulties or doubts that may arise in regard to such QIP, as they may, in their absolute discretion, deem fit in the best interest of the Company to give effect to the above resolutions.

**RESOLVED FURTHER THAT** subject to the applicable laws, for the purpose of giving effect to the issuance of QIP Securities, the Board or its appointed delegates/committees, be and is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the QIP Securities, including, without limitation to:

- (i) decide the date of opening and closing of the issue of QIP Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom QIP Securities are to be issued and allotted, number of QIP Securities to be allotted, issue price(including the premium or discount, to the floor price, as the case may be), delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of QIP Securities by the Company;
- (ii) finalization of the allotment of the QIP Securities on the basis of the subscriptions received;
- (iii) finalization of and arrangement for the submission of the preliminary and final placement document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (iv) approval of the preliminary and final offering circulars or placement document as finalized in consultation with the lead manager(s)/advisor(s), in accordance with all applicable rules, regulations and guidelines;
- (v) appoint, in its absolute discretion, managers (including lead managers), merchant bankers, underwriters, guarantors, depositories, custodians, registrars, bankers, financial and/or legal advisors and all other agencies, whether in India or abroad as may be involved in such offering of Securities, and to remunerate them by way of fees, commission, brokerage fees, or the like, entering into or execution of all such agreements/arrangements/memorandum of understanding/documents with any such agencies, in connection with the proposed offering of the QIP Securities;
- (vi) authorization to any Director or Directors of the Company or other officer or officers of the Company including by the grant of Power of Attorney, to do such acts, deeds and things as the authorized person in its absolute discretion may deem necessary or desirable in connection with issue and allotment of the QIP Securities;
- (vii) seeking, if required, consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India and outside India and any other consent that may be required in connection with the issue and allotment of the QIP Securities; and
- (viii) all such acts, deeds, matters and things as the Board or its appointed delegates/committees, may, in its absolute discretion, consider necessary, proper expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot unsubscribed portion, if any, in such manner and to such person(s) as the Board or its appointed delegates/committees, may deem fit and proper in its absolute discretion to be most beneficial to the Company in accordance with the applicable laws and regulations;

**RESOLVED FURTHER THAT** for the purpose aforesaid, the Board and its appointed delegates/committees be and is hereby authorized to settle all questions, difficulties, or doubts, that may arise in regard to the issue, offer and allotment of the Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by way of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors, or Managing Director or any whole-time director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

By order of the Board  
For **Vascon Engineers Limited**

Sd/-

**M. Krishnamurthi**  
Company Secretary  
Membership No: A4785

Date: 13/2/2018  
Place: Pune

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed resolution is annexed to the Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Corporate Members intending to send their Authorised Representative to attend the meeting are requested to send Certified True Copy of the Board Resolution authorizing their representative to attend the meeting.
3. The proxy form duly completed must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.

4. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s Karvy Computershare Private Limited ("Karvy") (Unit Vascon), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramaguda, Serilingampally Mandal, Hyderabad – 500 032.
5. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and as amended time to time and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Company is pleased to offer voting by Electronic Means to members to cast their votes electronically on all resolutions set forth in notice. The detailed instructions for e-voting are attached herewith.
6. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates on bank account details, if any, to the respective depository participants.
7. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
8. The e-voting begins on 09:00 a.m. on Monday, 26<sup>th</sup> March, 2018 and ends on Wednesday, 28<sup>th</sup> March, 2018 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Record date) viz. Wednesday, 21<sup>st</sup> March, 2018 may cast their vote. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be able to change it subsequently. A person who is not a member as on the Record Date should treat this notice for information purposes only.
9. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
10. Any query/grievances connected with the voting by Postal Ballot including voting by electronic means may be addressed to the Company Secretary and Compliance Officer, Vascon Engineers Limited, Vascon Weikfield Chambers, Behind Hotel Novotel, Opp. Hyatt Hotel, Vimannagar, Pune -411 014 or on 020-30562600 or at [compliance.officer@vascon.com](mailto:compliance.officer@vascon.com)
11. The Securities and Exchange Board of India (SEBI) has mandated Submission of Permanent Account Number (PAN) by every participant in Securities market.

**12. Instructions and other information relating to E-Voting:**

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID/Client ID will be your User ID
- iii. After appropriately entering this details, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number for Vascon Engineers Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format/ JPG Format) of the Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [cskdrane@gmail.com](mailto:cskdrane@gmail.com) or [evoting@karvy.com](mailto:evoting@karvy.com) and [compliance.officer@vascon.com](mailto:compliance.officer@vascon.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT No."
- xiii. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- xiv. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website download section on <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free).
- xv. A person, whose name is appearing in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date i.e. Wednesday, 21<sup>st</sup> March 2018, shall only be entitled to avail the facility of remote e-voting/ poll.
- xvi. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cutoff date may write Karvy on their e-mail ID [evoting@karvy.com](mailto:evoting@karvy.com) or Karvy Computershare Private Limited (Unit Vascon), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032 or contact Mr. S V Raju on 040-67162222 requesting for User ID and password. After receipt of above credentials, a member may follow the instructions for e-voting to cast his votes.
- xvii. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting his votes through remote e-voting.
- xviii. The Board of Directors has appointed Mr. Kulbhushan Rane of K.D. Rane & Associates, Practising Company Secretary as a Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- xix. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman.
- xx. The results declared along with the consolidated Scrutinizers report shall be placed on the website of the Company [www.vascon.com](http://www.vascon.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- xxi. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Meeting i.e. 29<sup>th</sup> March, 2018.

By Order of the Board

Sd/-

**M. Krishnamurthi**  
Company Secretary

Place: Pune

# EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

In conformity with the provisions Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to special business contained in the accompanying Notice.

## Item No. 1

The Company is in the cusp of enchanting growth trajectory and in order to hasten the momentum of growth requires the ammunition of increased working capital. To meet the cost of project launches from the stored land banks, the augmented capital from the fresh issue shall be utilized in addition to other working capital needs. Thus, the Company proposes to issue further capital by issue of Equity Shares and/ or Convertible and/ or Non Convertible Debentures, and/ or Preference Shares and/ or Bonds and/ or any other financial instrument convertible into equity shares, or such other securities, as may be permitted, by way of a public or private offering, including through a Qualified Institutions Placement (QIP) or any combination thereof, or any other method as may be permitted under applicable laws, in one or more tranches (referred to as "Securities"). The capital raising exercise is expected to strengthen the financial position and net worth of the Company.

The issue of Securities as aforesaid may be consummated at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and subject to SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines. The Board may at its discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated above without the need for further approval from the Members of the Company

The approval of members is sought hereby to increase the public shareholding in the Company and to raise additional funds by offering securities to Qualified Institutional Buyers and others as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations").

The members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the Securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the offer.

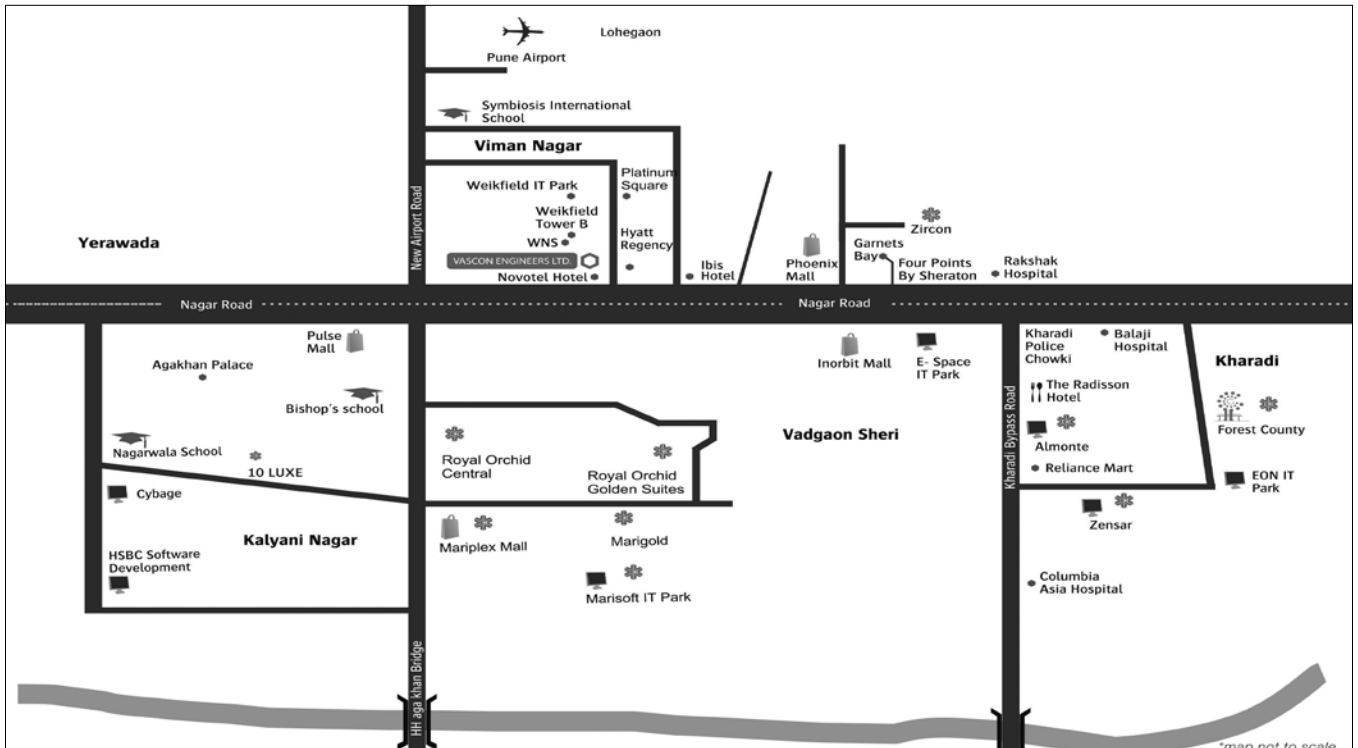
Since the QIP may result in issuance of Securities to investors who may or may not be Members of the Company, consent of the Members is being sought pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Special Resolution seeks to empower the Board of directors of the company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to undertake a Qualified Institutional Placement as defined by SEBI ICDR Regulations, in consultation with the Lead Managers, Legal Advisors and other intermediaries to any persons, whether or not they are members of the Company. The Board may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations.

Your Directors recommend the passing of the proposed Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

## ROUTE MAP TO THE VENUE OF EGM





# VASCON

## Vascon Engineers Limited

Registered Office: 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083, India, Tel No: +91 22 2578 1143

Corporate Office: Vascon Wiekfield Chamber, Behind Hotel Novotel, Opposite Hyatt Hotel, Nagar Road, Pune-411014.

Tel No.: +91 20 3056 2200, Fax No.: +91 20 30562600.

Contact Person: Mr. M. Krishnamurthi, Company Secretary and Compliance Officer

E-mail: [compliance.officer@vascon.com](mailto:compliance.officer@vascon.com), Website: [www.vascon.com](http://www.vascon.com).

Corporate Identity Number: L70100MH1986PLC038511

### ATTENDANCE SLIP

Folio No./DP ID and Client ID:		No. of shares:	
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Name and address of First/Sole Member: \_\_\_\_\_  
\_\_\_\_\_

I, hereby record my presence at Extra-Ordinary General Meeting of the Company to be held on Thursday, March 29<sup>th</sup>, 2018, at 10:30 a.m. at Vascon Weikfield Chambers, Behind Hotel Novotel, Opposite Hyatt Hotel, Pune - Nagar Road, Pune-411014.

Name of the Member/Proxy  
(Block Letters)

\_\_\_\_\_  
Signature of the Member/Proxy

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b) Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c) Member/Proxy should bring his/her copy of the Notice for reference at the meeting.



# VASCON

## Vascon Engineers Limited

Registered Office: 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083, India, Tel No: +91 22 2578 1143

Corporate Office: Vascon Weikfield Chamber, Behind Hotel Novotel, Opposite Hyatt Hotel, Nagar Road, Pune-411014.

Tel No.: +91 20 3056 2200, Fax No.: +91 20 30562600.

Contact Person: Mr. M. Krishnamurthi, Company Secretary and Compliance Officer

E-mail: compliance.officer@vascon.com, Website: www.vascon.com.

Corporate Identity Number: L70100MH1986PLC038511

### Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Day, Date & Time : Thursday, March 29, 2018, at 10:30 a.m.

Venue of the Meeting : Vascon Weikfield Chambers, Behind Hotel Novotel, Opposite Hyatt Hotel, Pune - Nagar Road, Pune-411014

Name	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No	

\*Applicable for investors holding shares in Electronic form.

I/We, being the member(s) of Vascon Engineers Limited, as my/our Proxy to attend vote (for me/us and on my/our behalf at the Extra- Ordinary General Meeting of the Company to be held on Thursday, March 29, 2018 at 10:30 am and at any adjournment thereof) in respect of such resolution as are indicated below;

- 1) ..... of ..... having e-mail id ..... or failing him
- 2) ..... of ..... having e-mail id ..... or failing him
- 3) ..... of ..... having e-mail id .....

Affix Re 1  
a Revenue  
Stamp

Signature (s) of Member(s)

Signature of 1<sup>st</sup> proxy holder

Signature of 2<sup>nd</sup> proxy holder

Signature of 3<sup>rd</sup> proxy holder

\*\* I/We direct my/our Proxy to vote on the Resolution in the manner as indicated below:

Sr No.	Resolutions	No. of shares held	For	Against	Abstain
01	To authorise the Board of Directors (The Board) to issue Securities, for an aggregate amount of upto Rs. 100 Crores (One Hundred Crores only) by way of Equity Shares and/or Non-Convertible Debentures and/or Preference Shares and/or Bonds and/or any other securities as may be permitted, by way of public or private offering, including through a Qualified Institutional Placement (QIP) or any combination thereof, or any other method as may be permitted under applicable laws.				

\*\* This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

#### Notes:

1. **Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.
7. Appointing a proxy doesn't present a member from attending the meeting in person if he/she wishes. When a member appoints a proxy and both member and proxy attend the meeting, proxy will stand automatically revoked.
8. Undated Proxy Form will not be considered.