



August 16, 2018

To,
BSE Limited,
The Department of Corporate Services
Department of Corporate Services
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: Notice of 33rd Annual General Meeting

Pursuant to Regulation 30 read with Schedule III, Part A of SEBI (Listing Obligations and Disclosure Requirements), 2015 please find enclosed herewith Notice of 33rd Annual General Meeting of the Company to be held on Monday, the 17th Day of September, 2018.

Thanking you,

For **Vascon Engineers Limited**

M. Krishnamurthi
Company Secretary and Compliance Officer

Encl: Notice of Annual General Meeting

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

EPC | INDUSTRIAL | RESIDENTIAL | COMMERCIAL | IT PARKS | INSTITUTES | CLEAN ROOM SOLUTIONS

This document is signed electronically

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of Members of Vascon Engineers Limited will be held at MonarcQ Hall, Royal Orchid Hotels, Opp. Cerebrum IT Park, Kalyaninagar, Pune – 411 014, on Monday, 17th day of September, 2018 at 1530 hours to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the audited financial statement of the Company for the financial year ended March 31, 2018, 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, 2018 reports of Auditors thereon.
2. To reappoint Ms. Sowmya Moorthy (DIN: 06470039), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. ACCEPTANCE OF UNSECURED FIXED DEPOSIT

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/ accept/ renew from time to time unsecured fixed deposits from members of the Company, on such terms and conditions as the Board of Directors may think proper and beneficial for the Company, up to a limit not exceeding 10% of the aggregate paid up share capital, free reserves of the Company and securities premium amount as prescribed under Rule 3(4)(a) of the Companies (Acceptance of Deposits) Rules, 2014.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to formulate the Scheme, to file necessary forms and to do compliances as required under Companies Act, 2013, the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any.

4. APPOINTMENT OF MR. SIDDHARTH VASUDEVAN MOORTHY (DIN: 02504124) AS A DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Siddharth Vasudevan Moorthy (DIN: 02504124) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 29, 2018 and who holds office upto the

date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company

5. APPOINTMENT OF MR. SIDDHARTH VASUDEVAN MOORTHY AS MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of sections 196, 197, 198, 203 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, approval be and is hereby accorded for appointment of Mr. Siddharth Vasudevan Moorthy as the Managing Director of the Company w.e.f. 1st April 2018 for a period of five years, liable to retire by rotation, and he may be paid remuneration, perquisites and amenities as given below,

- A) Basic Salary: Rs. 15,00,000/- per month in the slab of Rs. 15, 00,000/- to Rs. 25,00,000/-
- B) LTA: One Month's Basic Salary
- C) Rent Free Furnished Accommodation or housing allowance at the rate of 50% of the Basic Salary per month.
- D) Reimbursement of Domiciliary medical treatment expenses for major sickness and hospitalization on production of vouchers for self and other relatives at actual.
- E) Use of Company's Car for Company's business and partial private use and telecommunication facilities at residence including broadband, internet and fax.
- F) Membership of such prestigious clubs as business exigency may warrant including entrances and admission fees.
- G) Contribution to Provident Fund and payment of Gratuity, other retirement benefits and leave encashment as per the Rules of the Company.

FURTHER RESOLVED THAT in addition to the aforesaid salary, the said Managing Director be and is hereby entitled to additional payment by ex-gratia, bonus, commission or otherwise in any other manner a sum not exceeding five percent of the net profits of the Company, including the above remuneration, with liberty to pay such net profits of the Company, in one or more instalments

entirely at the discretion of the Board.

FURTHER RESOLVED THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Siddharth Vasudevan, the remuneration by way of salary, perquisites, commission or any other allowances as specified above in accordance with the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

FURTHER RESOLVED THAT retirement by rotation and his re-appointment thereafter, would not amount to a break in his tenure of five years as Managing Director of the Company.

FURTHER RESOLVED THAT the terms and conditions of the appointment of the Managing Director may be altered and varied from time to time within aforesaid limit by the Board, in its discretion and as it deems fit.

FURTHER RESOLVED THAT Mr. M. Krishnamurthi, Company Secretary and Compliance Officer and/or Mr. D. Santhanam, Chief Financial Officer and/or Mr. Santosh Sundararajan, Chief Executive Officer and/or any one Director of the Company be and is hereby authorized to do all necessary things including filing requisite forms with Registrar of Companies, Pune.”

6. **APPOINTMENT OF MR. R. VASUDEVAN AS WHOLE TIME DIRECTOR (EXECUTIVE CHAIRMAN) OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:-

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of sections 196, 197, 198, 203 and other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, approval be and is hereby accorded for appointment of Mr. R. Vasudevan as Whole-time Director of the Company designated as Executive Chairman, w.e.f. 1st April 2018 for a period of five years, liable to retire by rotation, and he may be paid remuneration, perquisites and amenities as given below,

- A) Basic Salary: NIL
- B) LTA: Rs. 10,00,000 per year.
- C) Suitable Rent Free Furnished Accommodation
- D) Reimbursement of Domiciliary medical treatment expenses for major sickness and hospitalization on production of vouchers for self and other relatives at actual.
- E) Use of Company's Car for Company's business and

partial private use and telecommunication facilities at residence including broadband, internet and fax.

- F) Membership of such prestigious clubs as business exigency may warrant including entrances and admission fees.

FURTHER RESOLVED THAT in addition to the aforesaid salary, the said Executive Chairman be and is hereby entitled to additional payment by ex-gratia, bonus, commission or otherwise in any other manner a sum not exceeding five percent of the net profits of the Company, including the above remuneration, with liberty to pay such net profits of the Company, in one or more instalments entirely at the discretion of the Board.

FURTHER RESOLVED THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. R Vasudevan, the remuneration by way of salary, perquisites, commission or any other allowances as specified above in accordance with the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

FURTHER RESOLVED THAT retirement by rotation and his re-appointment thereafter, would not amount to a break in his tenure of five years as Whole-time Director of the Company.

FURTHER RESOLVED THAT the terms and conditions of the appointment of the Mr. R. Vasudevan as Whole-time Director may be altered and varied from time to time within aforesaid limit by the Board, in its discretion and as it deems fit.”

FURTHER RESOLVED THAT Mr. M. Krishnamurthi, Company Secretary and Compliance Officer and/or Mr. D. Santhanam, Chief Financial Officer and/or Mr. Santosh Sundararajan, Chief Executive Officer and/or any one Director of the Company be and is hereby authorized to do all necessary things including filing requisite forms with Registrar of Companies, Pune.”

7. **APPROVAL OF CHARGES FOR SERVICE OF DOCUMENTS ON THE SHAREHOLDERS:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request

made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.

Registered and Corporate Office

Vascon Weikfield Chambers
Behind Hotel Novotel,
Opposite Hyatt Hotel,
Pune-Nagar Road, Pune-411014.
Tel: +91 (20) 30562 100/ 200
Fax: +91 +91 20 30562600.

Place: Pune

Date: 28th May, 2018

By order of the board of Directors

Sd/-
M. Krishnamurthi
Company Secretary and Compliance Officer

Notes:

1. The Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business set out in the Notice, is annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting.

A person can act as a proxy on behalf of members not exceeding fifty 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 a proxy for any other person or member.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

The annual report for the financial year 2017-18 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on our website, i.e. www.vascon.com. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2017-18, free of cost, upon sending a request to the Company Secretary.

In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with their depository participant or send their consent at compliance.officer@vascon.com along with their folio no. and valid email address for registration.

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7. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given as a separate attachment to this notice.
 8. Members, desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.
 9. Members are requested to kindly bring their copy of the Annual Report with them at the AGM, as no extra copy of Annual Report would be made available at the AGM. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.
 10. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited if the shares are held by them in physical form.
 11. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend etc. to the members.

Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details, to the Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited.
 13. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Share Transfer Agent (RTA) of the Company. Further, members desirous of cancelling/ varying nomination pursuant to the Rule 19 (9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the RTA of the Company. These forms will be made available on request.
 14. All documents referred to in the accompanying Notice and Statement pursuant Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 33rd Annual General Meeting of the Company.

By Order of the Board
Sd/-

M. Krishnamurthi
Company Secretary and Compliance Officer

Place: Pune

Date: May 28, 2018

ANNEXURE TO NOTICE OF AGM

ITEM NO. 2

This statement is provided under Secretarial Standard on General Meetings (SS-2) and SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015

Ms. Sowmya Vasudevan Moorthy (Age : 28 years) holds bachelor's degree in Business Administration from Symbiosis International University, Pune and is an Advanced Diploma in Interior Design from Raffles College of Higher Education. She has over 5 years of experience in the Interior Design industry.

She was first appointed on Board on March 31, 2015.

Ms. Sowmya Vasudevan Moorthy is also a partner in Seraphic Design LLP.

She had attended four meetings of the Board held during the financial year 2017-18. She holds the membership of following Committees:

Sr. No	Name of the Company	Name of the Committee
1	Vascon Engineers Limited	1. Nomination and Remuneration Committee 2. Corporate Social Responsibility Committee

Ms. Sowmya Vasudevan Moorthy holds 7,00,294 equity shares in the Company.

No Remuneration was paid/ is proposed to be paid to her in the past/ future except sitting fees for attending Board and Committee Meetings.

None of the Directors or Key Managerial Personnel or their relatives except Mr. R. Vasudevan, Mr. Siddharth Vasudevan Moorthy are concerned or interested, financially or otherwise in the resolution set out in item no.3 of the Notice. Ms. Sowmya Vasudevan Moorthy is a daughter of Mr. R. Vasudevan and sister of Mr. Siddharth Vasudevan Moorthy.

The Board recommends the resolution set forth in Item No. 2 of the notice for approval of the members.

Statement pursuant to Section 102(1) of the Companies Act, 2013 and under Secretarial Standard on General Meetings (SS-2).

Item No. 3:

By virtue of Section 73 read with the Companies (Acceptance of Deposits) Rules, 2014, approval of members by way of ordinary resolution is a prerequisite to accept or renew unsecured fixed deposit by your Company and thus member's approval is sought for accepting unsecured deposit from members. Further the Companies Act, 2013 provides that the deposits raised in terms of provisions of the previous Act shall be repaid as per the term of respective deposit, which is being complied by your Company.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are in anyway, concerned or

interested, financially or otherwise in the said resolution except to their holding in the Fixed Deposits of the Company.

The Board recommends the Resolution at Item No. 3 for approval by the Members.

Item no. 4 and 5:

The Board appointed Mr. Siddharth Vasudevan Moorthy as Additional Director with effect from March 29, 2018. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company, A brief profile of Mr. Siddharth Vasudevan Moorthy is given below:

Mr. Siddharth Vasudevan Moorthy (Age 33 years) is a Diploma holder from Pune University. He has completed his Graduation in Bachelor of Applied Science in Construction Management with Honors from Singapore Institute of Management and Royal Melbourne Institute of Technology. With his meticulous approach and enhanced experience of more than ten years in the areas of Project Execution, Quality, Technology, Process IT, Customer Relationship Management, Engineering Design and many other facets of the business, he has spearheaded the organizational growth. His steady work conviction & vision continues to drive the organization into a leadership position in the real estate and construction business.

He has attended one Board Meeting of the Board held during the Financial Year 2017-18 after his appointment. He holds membership of following committees.

Sr. No.	Name of the Company	Name of the Committees
1	Vascon Engineers Ltd.	Nil
2	GMP Technical Solution Pvt. Ltd.	1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee

He is also Director on the Board of GMP Technical Solutions Private Limited

Remuneration last drawn by him (In the capacity of Chief Operating Officer): Rs. 204 lakhs

Mr. Siddharth Vasudevan Moorthy holds 700294 equity shares in the Company.

The Nomination and Remuneration Committee has recommended appointment of Mr. Siddharth Vasudevan Moorthy as Managing Director of the Company with effect from April 1, 2018 with the following Remuneration and the Board also has approved the same on March 29, 2018.

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The recommended remuneration is as under:

- A. Basic Salary: Rs. 15,00,000/- per month in the slab of Rs. 15, 00,000/- to Rs. 25,00,000/-
- B. LTA: One Month's Basic Salary
- C. Rent Free Furnished Accommodation or housing allowance at the rate of 50% of the Basic Salary per month.
- D. Reimbursement of Domiciliary medical treatment expenses for major sickness and hospitalization on production of vouchers for self and other relatives at actual.
- E. Use of Company's Car for Company's business and partial private use and telecommunication facilities at residence including broadband, internet and fax.
- F. Membership of such prestigious clubs as business exigency may warrant including entrances and admission fees.
- G. Contribution to Provident Fund and payment of Gratuity, other retirement benefits and leave encasement as per the Rules of the Company.

In addition to the aforesaid salary, the said Managing Director be and is hereby entitled to additional payment by ex-gratia, bonus, commission or otherwise in any other manner a sum not exceeding five percent of the net profits of the Company

None of the Directors or Key Managerial Personnel or their relatives except Mr. R. Vasudevan and Ms. Sowmya Vasudevan Moorthy are concerned or interested, financially or otherwise in the resolution set out in Item no. 4 and 5 of the Notice. Mr. Siddharth Vasudevan Moorthy is the Son of Mr. R. Vasudevan and brother of Ms. Sowmya Moorthy.

The Board recommends the Resolutions at Item no 4 and 5 for approval by the Members.

ITEM No 6

Mr. R. Vasudevan (Age : 66 years) holds a Bachelor's degree in Civil Engineering from the University of Pune. He has also completed an 'Owner President' Management Program from the Harvard Business School. He has been a Promoter Director on the Board of the Company since January 1, 1986. He is responsible for the overall management of our Company. He has over 33 years of experience in the Construction Company. He has been awarded several awards for his contribution in the field of construction and Real Estate Industry.

Mr. R Vasudevan has been instrumental in bringing the company from scratch to the position of eminence over the last 30 years. He has been our director since January 1, 1986. He is instrumental to introduce the JDA model of real estate development and this unique innovation in Real Estate industry has helped the company to grow to this size and stature. The EPC and Real Estate Business requires special skill set for timely execution of projects and monitoring on continuous basis. Mr. R. Vasudevan possesses these special skills due to which the Company has grown tremendously. The Nomination and Remuneration Committee has recommended appointment

of Mr. R. Vasudevan as Executive Chairman of the Company on March 29, 2018 and the Board also has approved the same on March 29, 2018.

1. Basic Salary: NIL
2. LTA: Rs. 10,00,000 per year.
3. Suitable Rent Free Furnished Accommodation
4. Reimbursement of Domiciliary medical treatment expenses for major sickness and hospitalization on production of vouchers for self and other relatives at actual.
5. Use of Company's Car for Company's business and partial private use and telecommunication facilities at residence including broadband, internet and fax
6. Membership of such prestigious clubs as business exigency may warrant including entrances and admission fees.

In addition to the aforesaid salary, the said Executive Chairman be and is hereby entitled to additional payment by ex-gratia, bonus, commission or otherwise in any other manner a sum not exceeding five percent of the net profits of the Company.

Subject to the provision of Articles of Association of the Company approval of the Board in its Meeting held on March 29, 2018 was accorded for appointment of Mr. R. Vasudevan as Chairman (Chairperson) of the Board of Company w.e.f. April 1, 2018 and designated him as "Executive Chairman" of the Company. He shall continue to remain Chairman of the Board until he resigns as such or the Board appoints some other person as Chairman in his place. He has attended 8 Meetings of Board held during the Financial Year 2017-18. He holds the membership of following Committees.

Sr. No.	Name of the Company	Name of the Committees
1	Vascon Engineers Ltd.	a. Audit Committee b. Stakeholders Grievance Committee c. Corporate Social Responsibility Committee
2	Any other Company	NIL

He is also a Director on the Boards of the following Companies

1. Ascent Hotels Private Limited
2. Novacare Drugs Specialities Private Limited
3. Vasumangal Constructions LLP (Designated Partner)
4. Uday Gujar Foundation

The last remuneration drawn by him (as Managing Director) : Rs. 120 lakhs Mr. R Vasudevan holds 41897701 equity shares in the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Siddharth Vasudevan Moorthy and Ms.

Sowmya Vasudevan Moorthy are concerned or interested, financially or otherwise in the resolution. Mr. R. Vasudevan is the father of Mr. Siddharth Vasudevan Moorthy and Ms. Sowmya Vasudevan Moorthy.

The Board recommends the Resolutions at Item No. 6 for approval by the Members.

Item No. 7:

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the company.

None of the Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 7 of this Notice.

Registered and Corporate Office

Vascon Weikfield Chambers
Behind Hotel Novotel,
Opposite Hyatt Hotel,
Pune-Nagar Road, Pune-411014.
Tel: +91 (20) 30562 100/ 200
Fax: +91 +91 20 30562600.

By order of the board of Directors

Sd/-
M. Krishnamurthi
Company Secretary and Compliance Officer

Place: Pune

Date: May 28, 2018

