



Young · Mature · Confident

VASCON ENGINEERS LTD.



VASCON®
Development with Conscience

Date: March 4, 2014

To,

National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Ref: Symbol: VASCONEQ

Subject: Result of Postal Ballot

Dear Sir,

This is with reference to our letter dated January 31, 2014 informing you that the Company, proposed to seek the approval of the Members of the Company by Postal Ballot in respect of the resolution stated in the Postal Ballot- Notice.

Further thereto, the Company had conducted a Postal Ballot seeking approval of Members. We wish to now inform you that the said resolution has been passed by a requisite majority.

A duly certified copy of the report of the Scrutinizer containing the details of the Postal Ballot is attached to this result.

Kindly take the above documents on record.

Thanking you,

For Vascon Engineers Limited.


V. Mohan
Chairman

Enclosures:

1. Announcement of Postal Ballot by the Chairman
2. Report of Postal by Scrutinizer
3. Minutes of the declaration of Postal Ballot

corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhori (west), mumbai - 400 083



Young · Mature · Confident

VASCON ENGINEERS LTD.



VASCON
Development with Conscience

Announcement of Results of Postal Ballot

In accordance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (passing of Resolution by Postal Ballot Rules), 2011, Postal Ballot forms and Postal Ballot Notice dated January 31, 2014 containing Ordinary Resolution under the provisions of Companies Act, 1956 / Companies Act, 2013 were circulated to the Shareholders of the Company for.

I. Increase in the Authorised Share Capital and Alteration of the Memorandum of Association of the Company

Voting Rights have been reckoned on the paid up value of shares registered in the name of the Shareholders as on January 17, 2014. Based on the report dated 3.3.2014 submitted by Ms. Savita Jyoti, practicing Company Secretary, the scrutinizer appointed under section 192A of the Companies Act, 1956 I declare that the following resolution is passed by the requisite majority.

Item No.	Type of Resolution	Description	Result
I.	Ordinary Resolution	Increase in the Authorised Share Capital and Alteration of the Memorandum of Association of the Company	Carried with requisite majority.

For Vascon Engineers Limited

V. Mohan
V. Mohan
Chairman

Date: March 4, 2014
Place: Mumbai

corporate office :
phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071
registered office :
15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083

SAVITA JYOTI ASSOCIATES
C O M P A N Y S E C R E T A R I E S

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

SCRUTINISER'S REPORT

The Company Secretary
Vascon Engineers Limited
15/16 Hazari Baug, LBS Marg
Vikhroli (West)
Mumbai - 400083

Dear Sir/Madam,

The Board of Directors of the Company at its meeting held on **16.01.2013** has appointed me as a Scrutinizer for conducting the postal ballot voting process.

I submit my report as under:

The Company has completed on **31.01.2014** the dispatch of postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of members / list of beneficiaries with the company.

Particulars of all postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

The ballot boxes were opened in my presence.

The votes, if any, cast by a Member(s) physical having been identified, in terms of the said Notice, votes cast through physical postal ballot form were considered valid.

The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company.

All postal ballot forms received up to the close of working hours on **03.03.2014**, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

Envelopes containing postal ballot forms received after **03.03.2014** were not considered for my scrutiny.

Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.

A. J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

178 total number of Ballot Papers received. The details of voting are as under:

Resolution – Increase in the authorised Share Capital and Alteration to the Memorandum of Association of the Company:

Description	Received		Favour		Against		Invalid	
	Cases	Shares	Cases	Shares	Cases	Shares	Cases	Shares
Promoter and Promoter Group	7	18418913	7	18418913	0	0	0	0
Public and Others	171	12391166	154	12386778	11	3208	6	1180
Total	178	30810079	161	30805691	11	3208	6	1180

The postal ballot forms and the related papers / registers and records being handed over for safe custody to the **Company Secretary, Mr. M Krishnamurthi**.

You may accordingly declare the results of the postal ballot voting.

Thanking you,

Yours faithfully,
For **SAVITA JYOTI ASSOCIATES**

Savita Jyoti

C.S. SAVITA JYOTI
Scrutinizer

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

Date: 3-3-2014



Young · Mature · Confident

VASCON ENGINEERS LTD.



VASCON®
Development with Conscience

MINUTES OF ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT AT THE REGISTERED OFFICE OF THE COMPANY ON MARCH 4, 2014, AT 3.00 PM.

Pursuant to the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the Postal Ballot Notice dated January 31, 2014 was sent to Members of the Company for passing the Ordinary Resolution by Postal Ballot. The dispatch of the aforesaid Notice to the members of the Company was completed on January 31, 2014 and the newspaper advertisement to this effect was published both in English and Marathi on February 1, 2014.

The Board of Directors in their meeting held on January 16, 2014 had appointed Ms. Savita Jyoti, Practicing Company Secretary as a scrutinizer to receive and scrutinize the filled in ballot forms received from the members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot forms and the self address business reply envelopes were sent for casting votes by the Members. The Members were requested to return the Postal Ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or before March 3, 2014, 5.00 p.m.

After due scrutiny of all the Postal Ballot forms, received by Ms. Savita Jyoti, scrutinizer to the close of working hour i.e 5.00 p.m. on March 3, 2014 (being the last date fixed for return of the Postal Ballot forms duly filed in by the Members), submitted the report. The details of voting are as under.

Resolution – Increase in the authorized Share Capital and Alternation to the Memorandum of Association of the Company:

Description	Received		Favour		Against		Invalid	
	Cases	Shares	Cases	Shares	Cases	Shares	Cases	Shares
Promoter and Promoter Group	7	18418913	7	18418913	0	0	0	0
Public and Others	171	12391166	154	12386778	11	3208	6	1180
Total	178	30810079	161	30805691	11	3208	6	1180

corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083



Young · Mature · Confident

VASCON ENGINEERS LTD.



VASCON
Development with Distinction

Mr. V. Mohan, Chairman of the Company, after receiving the scrutinizer's report announced that the Ordinary resolution as set out in the Notice dated January 31, 2014 was duly passed by the requisite majority and directed that the resolution be recorded in the minute book recording the proceedings of General Meetings of the Members.

The Ordinary Resolution duly approved by the Members is as under:

Item No. 1: Increase in the Authorised Share Capital and Alteration to the Memorandum of Association of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956, any provisions of the Companies Act 2013 as may be applicable and the Articles of Association of the Company, the existing Authorised Share Capital of the Company of Rs. 100,00,00,000/- (Rupees Hundred Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs.10/- (Rupees Ten only) each, be increased to Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs.10/- (Rupees Ten only) each by creation of 5,00,00,000 (Five crore) Equity Shares of Rs. 10 (Rupees Ten Only) each ranking pari passu in all respects with the existing Equity Shares of the Company.

FURTHER RESOLVED THAT the existing Clause ii of the Memorandum of Association of the Company, for the words and figures: "The Authorised Share Capital of the Company is Rs. 100 Crores (Rupees Hundred Crores only) divided into 10, 00, 00,000 (Ten Crore) equity shares of Rs. 10/- each", the words and figures be and is hereby altered and substituted by the following clause:

"The Authorized Share Capital of the Company is Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crores only) divided into 15,00,00,000 (Fifteen Crore) equity shares of Rs.10/- (Rupee Ten only) each with power to increase or reduce the capital of the Company and / or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors of the Company or by the Company in General Meeting, as applicable, in conformity with the provisions of the Companies Act, 1956 ('the Act'), the Companies Act, 2013 ('the New Act') and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such

corporate office :

phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071

registered office :

15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083



Young - Mature - Confident

VASCON ENGINEERS LTD.



VASCON

Development with Consistency

manner as may be permitted by the Act, the New Act or provided by the Articles of Association of the Company for the time being.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the company and / or the Company Secretary be and are hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

Date:
Place:

V. Mohan
Chairman

corporate office :
phoenix, bund garden road, camp, pune 411001 india tel. : +91-20-30562100 / 118 fax : +91-20-26131071
registered office :
15/16 hazari baugh, lbs marg, vikhorli (west), mumbai - 400 083