

Date: October 1, 2015

Voting Results of Annual General Meeting of the Company

Pursuant to Clause 35 A of the Listing Agreement, we wish to inform you that, the 30th Annual General Meeting of the Company was held on Tuesday, September 29, 2015 at 4.00 p.m. at Babasaheb Dahanukar Hall, Oricon House, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai- 4000 001 and concluded with vote of thanks.

Further we wish to inform you that the Members of the Company at the AGM, transacted the following business:

Sr. No.	Description	Particulars		
A.	Date of the AGM	September 29, 2015		
B.	Book Closure Date	September 23, 2015 to September 29, 2015 (both days inclusive)		
C.	Total no. of shareholders on cutoff date i.e September 22, 2015	7659		
D.	No. of shareholders present at the meeting either in person or through proxy			
	Shareholders	In Person	Proxy	Total
1.	Promoters and Group	3	-	3
2.	Public (One Authorized Representative)	54	-	54

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the facility remote of e-voting was provided to the Members of the Company and the Poll was conducted at the time of the Meeting for members who couldn't vote through remote e voting. We submit the results of the voting on the basis of the scrutinizer's report. The Consolidated Report of Scrutinizer is enclosed.

The results of voting are as follows:

Sr. No	Description																							
1.	<p>Resolution No. 1 – Ordinary Resolution</p> <p>Consider and adopt:</p> <p>a. Audited Financial Statement, Reports of the Board of Directors and Auditors</p> <p>b. Audited Consolidated Financial Statement</p> <table><tr><th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th rowspan="2">Percentage</th></tr><tr><th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th></tr><tr><td>Assent</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr><tr><td>Dissent</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>Total</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr></table>	Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total	Assent	73155506	104344	73259850	100	Dissent	0	0	0	0	Total	73155506	104344	73259850	100
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2.	<p>Resolution No. 2 – Ordinary Resolution</p> <p>Re-appoint Mr. R. Vasudevan (DIN: 00013519), who retires by rotation, and being eligible offers himself for re-appointment.</p> <table><tr><th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th rowspan="2">Percentage</th></tr><tr><th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th></tr><tr><td>Assent</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr><tr><td>Dissent</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>Total</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr></table>	Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total	Assent	73155506	104344	73259850	100	Dissent	0	0	0	0	Total	73155506	104344	73259850	100
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3.	<p>Resolution No. 3 – Ordinary Resolution</p> <p>Ratify the appointment Deloitte Haskins & Sells LLP (Firm Registration Number 117366W/W-100018) as the Statutory Auditors of the Company.</p> <table><tr><th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th rowspan="2">Percentage</th></tr><tr><th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th></tr><tr><td>Assent</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr><tr><td>Dissent</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>Total</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr></table>	Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total	Assent	73155506	104344	73259850	100	Dissent	0	0	0	0	Total	73155506	104344	73259850	100
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4.	Resolution No. 4 – Ordinary Resolution Appointment of Ms Sowmya Vasudevan Moorthy (DIN: 06470039) as a Non-Executive Director of the Company <table><tr><th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th>Percentage</th></tr><tr><th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th><th></th></tr><tr><td>Assent</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr><tr><td>Dissent</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>Total</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr></table>	Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total		Assent	73155506	104344	73259850	100	Dissent	0	0	0	0	Total	73155506	104344	73259850	100
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5.	Resolution No. 5 – Ordinary Resolution Ratification of remuneration payable to Cost Auditors, M/s Adawadkar Deshmukh & Associates, for the financial year 2014- 2015 and 2015-2016 <table><tr><th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th>Percentage</th></tr><tr><th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th><th></th></tr><tr><td>Assent</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr><tr><td>Dissent</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>Total</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr></table>	Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total		Assent	73155506	104344	73259850	100	Dissent	0	0	0	0	Total	73155506	104344	73259850	100
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6.	Resolution No. 6 – Special Resolution To amend the Incidental or Ancillary Objects Clause of Memorandum of Association of the Company <table><tr><th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th>Percentage</th></tr><tr><th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th><th></th></tr><tr><td>Assent</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr><tr><td>Dissent</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>Total</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr></table>	Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total		Assent	73155506	104344	73259850	100	Dissent	0	0	0	0	Total	73155506	104344	73259850	100
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8.	Resolution No. 8 – Special Resolution To amend the Liability Clause of the Memorandum of Association of the Company <table><tr><th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th>Percentage</th></tr><tr><th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th><th></th></tr><tr><td>Assent</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr><tr><td>Dissent</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>Total</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr></table>	Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total		Assent	73155506	104344	73259850	100	Dissent	0	0	0	0	Total	73155506	104344	73259850	100
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9.	Resolution No. 9 – Special Resolution To Adopt the New Set of Articles of Association of the Company <table><tr><th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th>Percentage</th></tr><tr><th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th><th></th></tr><tr><td>Assent</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr><tr><td>Dissent</td><td>0</td><td>0</td><td>0</td><td>0</td></tr><tr><td>Total</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr></table>	Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total		Assent	73155506	104344	73259850	100	Dissent	0	0	0	0	Total	73155506	104344	73259850	100
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Dissent	0	0	0	0																					
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Particulars	Number of Votes contained in			Percentage																					
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Dissent	2433674	0	2433674	3.322																					
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11.	Resolution No.11 – Special Resolution Mortgaging/Charging of the Properties of The Company <table><tr><th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th>Percentage</th></tr><tr><th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th><th></th></tr><tr><td>Assent</td><td>70721832</td><td>104344</td><td>70826176</td><td>96.6780</td></tr><tr><td>Dissent</td><td>2433674</td><td>0</td><td>2433674</td><td>3.322</td></tr><tr><td>Total</td><td>73155506</td><td>104344</td><td>73259850</td><td>100</td></tr></table>	Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total		Assent	70721832	104344	70826176	96.6780	Dissent	2433674	0	2433674	3.322	Total	73155506	104344	73259850	100
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Dissent	2433674	0	2433674	3.322																					
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12.	Resolution No.12 – Special Resolution																								

**VASCON****Vascon Engineers Limited**

CIN: L70100MH1986PLC038511

Registered Office: 15/16, Hazari Baugh, L.B.S. Marg, Vikhroli,

Mumbai-400083

Corporate Office: Vascon Weikfield Chambers, Behind Hotel Novotel,

Opposite Hyatt Hotel, Pune - Nagar Road, Pune-411014.

	To issue Non-Convertible Debentures on a Private Placement Basis			
	Particulars	Number of Votes contained in		Percentage
		Remote e-votes	Ballot Paper	Total
	Assent	73155506	104344	73259850
	Dissent	0	0	0
	Total	73155506	104344	73259850
13.	Resolution No. 13 - Ordinary Resolution			
	To Accept Unsecured Fixed Deposit			
	Particulars	Number of Votes contained in		Percentage
		Remote e-votes	Ballot Paper	Total
	Assent	73155506	104344	73259850
	Dissent	0	0	0
	Total	73155506	104344	73259850
14.	Resolution No. 14 -Special Resolution			
	Employees Stock Options Scheme 2015 ('ESOS, 2015')			
	Particulars	Number of Votes contained in		Percentage
		Remote e-votes	Ballot Paper	Total
	Assent	70721832	104344	70826176
	Dissent	2433674	0	2433674
	Total	73155506	104344	73259850
15.	Resolution No. 15 - Special Resolution			
	Grant of Employees Stock Options to The Employees Equal To or More Than 1% f the issued capital (excluding outstanding warrants and conversions) of the Company			
	Particulars	Number of Votes contained in		Percentage
		Remote e-votes	Ballot Paper	Total
	Assent	70716832	104344	70821176
	Dissent	2438674	0	2438674
	Total	73155506	104344	73259850

Phone: Tel: +91 (20) 30562 100/ 200Fax: +91 +91 20 30562600.

email compliance.officer@vascon.com, website: www.vascon.com*This document is signed electronically*

16.	Resolution 16 – Special Resolution																										
	Shifting Of Registered Office Of The Company																										
	<table> <tr> <th rowspan="2">Particulars</th><th colspan="3">Number of Votes contained in</th><th rowspan="2">Percentage</th></tr> <tr> <th>Remote e-votes</th><th>Ballot Paper</th><th>Total</th></tr> <tr> <td>Assent</td><td>73155506</td><td>104224</td><td>73259730</td><td>100</td></tr> <tr> <td>Dissent</td><td>0</td><td>0</td><td>0</td><td>0</td></tr> <tr> <td>Total</td><td>73155506</td><td>104224</td><td>73259730</td><td>100</td></tr> </table>				Particulars	Number of Votes contained in			Percentage	Remote e-votes	Ballot Paper	Total	Assent	73155506	104224	73259730	100	Dissent	0	0	0	0	Total	73155506	104224	73259730	100
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Please acknowledge the receipt.

Thanking you,

For **Vascon Engineers Limited**

M. Krishnamurthi

Company Secretary & Compliance Officer

Encl: As above

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

Consolidated Scrutiniser's Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Vascon Engineers Limited,
CIN L70100MH1986PLC038511
Reg off: 15/16, Hazari Baug, LBS Marg,
Vikhroli (West), Mumbai 400 083

Sub : Consolidated Scrutiniser's Report on remote e-voting/poll at Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the 30th Annual General Meeting of the Shareholders of the Company held on Tuesday, the 29th September 2015, at 04.00 PM at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001.

We, Savita Jyoti Associates, Company Secretaries, Hyderabad, had been appointed as the Scrutiniser by the Board of Directors of Prism Cement Limited ("the Company") pursuant to section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinise the poll forms received from the shareholders in respect of the resolutions mentioned in the Notice to the 30th Annual General Meeting (AGM / Meeting) of the Company held on September 29, 2015 at 4.00 P.M. at Mumbai.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) and voting by using ballot forms by shareholders on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. Our responsibility as Scrutiniser is to ensure that the voting process through remote e-voting means and by use of polls received at the AGM is restricted to make a consolidated Scrutiniser's Report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the Agency authorised under the Rules and engaged by the Company to provide e-voting facility to the shareholders for voting through electronic means.

The Notice dated August 11, 2015 along with explanatory statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the resolutions passed at the AGM of the Company.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

The Company had availed the remote e-voting facility provided by Karvy for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting by Polling Forms to the members who do not have access to remote e-voting facility.

The shareholders of the Company holding shares as on the "cut off" date of September 22, 2015 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on September 23, 2015 at 10.00 a.m. and ended on September 28, 2015 at 5.00 p.m. and the Karvy remote e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company along with the polls received at the meeting and after the conclusion of the Meeting the votes cast there under were counted.

Votes cast through physical Ballot Forms were received on September 29, 2015 i.e. at the time of AGM, were considered.

We have scrutinised and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system.

We have issued separate Scrutiniser's Reports dated September 29, 2015 on the remote e-Voting and Ballot Paper on the resolutions contained in the Notice of the AGM.

We now submit our consolidated Report on the result of the remote e-voting and Poll at the AGM in respect of the said resolutions.

The Register and all other relevant records relating to the remote e-voting and Poll at the AGM are under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully

Place: Hyderabad

Dated: September 30, 2015



CS Savita Jyoti

Scrutiniser

Practicing Company Secretary

FCS: 3738

C. P. No. 1796

SAVITA JYOTI, FCS 3738

Practicing Company Secretary

Certificate of Practice No.1796

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

Consolidated Results

Results of Item No. 1 – Ordinary Resolution

To consider and adopt

- a) Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended March 31, 2015
b) Audited Consolidated Financial Statement for the year ended March 31, 2015

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

Results of Item No. 2 – Ordinary Resolution

Re-appoint Mr. R. Vasudevan (DIN: 00013519), who retires by rotation, and being eligible offers himself for re-appointment.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

Results of Item No. 3 – Ordinary Resolution

Ratify the appointment Deloitte Haskins & Sells LLP (Firm Registration Number 117366W/W-100018) as the Statutory Auditors of the Company.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

A.J.

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

Results of Item No. 4 – Ordinary Resolution

Appointment of Ms Sowmya Vasudevan Moorthy (DIN: 06470039) as a Non-Executive Director of the Company

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

Results of Item No. 5 – Ordinary Resolution

Ratification of remuneration payable to Cost Auditors, M/s Adawadkar Deshmukh & Associates, for the financial-year 2014- 2015 and 2015-2016

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

Results of Item No. 6 – Special Resolution

To amend the Incidental or Ancillary Objects Clause of Memorandum of Association of the Company

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

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

Results of Item No. 7 – Special Resolution

Deletion of the Other Objects Clause of the Memorandum of Association of the Company

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

Resolution 8 – Special Resolution

To amend the Liability Clause of the Memorandum of Association of the Company

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

Resolution 9 – Special Resolution

To Adopt the New Set of Articles of Association of the Company

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

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

Resolution 10 – Special Resolution

To approve Borrowing Powers of the Company

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	70721832	104344	70826176	96.6780
Dissent	2433674	0	2433674	3.322
Total	73155506	104344	73259850	100

Resolution 11 – Special Resolution

To approve Mortgage/Charge on the Properties of the Company

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	70721832	104344	70826176	96.6780
Dissent	2433674	0	2433674	3.322
Total	73155506	104344	73259850	100

Resolution 12 – Special Resolution

To issue Non-Convertible Debentures on a Private Placement Basis

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

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

Resolution 13 – Ordinary Resolution

To Accept Unsecured Fixed Deposit

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104344	73259850	100
Dissent	0	0	0	0
Total	73155506	104344	73259850	100

Resolution 14 –Special Resolution

Employees Stock Options Scheme 2015 ('ESOS, 2015')

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	70721832	104344	70826176	96.6780
Dissent	2433674	0	2433674	3.322
Total	73155506	104344	73259850	100

Resolution 15 – Special Resolution

Grant of Employees Stock Options to The Employees Equal To or More Than 1%

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	70716832	104344	70821176	96.6712
Dissent	2438674	0	2438674	3.3288
Total	73155506	104344	73259850	100

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

Resolution 16 – Special Resolution

To Shift the Registered Office of the Company

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Ballot Paper	Total	
Assent	73155506	104224	73259730	100
Dissent	0	0	0	0
Total	73155506	104224	73259730	100

Thanking you,

Yours faithfully,

For **Savita Jyoti Associates**

Savita Jyoti

CS Savita Jyoti
Company Secretaries
FCS : 3738
CP No. : 1796

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

Place : Hyderabad

Dated : September 29, 2015

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
Vascon Engineers Limited,
CIN L70100MH1986PLC038511
Reg off: 15/16, Hazari Baug, LBS Marg,
Vikhroli (West), Mumbai 400 083

The Thirtieth (30th) Annual General Meeting of the Members of Vascon Engineers Limited held on Tuesday, the 29th September 2015, at 04.00 PM at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001.

Dear Sir,

We, Savita Jyoti Associates, Company Secretaries, appointed as Scrutinizer(s) for the purpose of the remote electronic voting taken on the below mentioned resolution(s), in connection with the Thirtieth (30th) Annual General Meeting of the Equity Shareholders of Vascon Engineers Limited to be held on Tuesday, the 29th September 2015, at 04.00 PM at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001.

1. After the time fixed for closing of the electronic voting by the Chairman on September 28, 2015 the electronic voting scrutinised and the results of the remote electronic voting is as under.

Resolution No. 1 – Ordinary Resolution

To consider and adopt

- a) Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended March 31, 2015
- b) Audited Consolidated Financial Statement for the year ended March 31, 2015

- (i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

X.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

(vi) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution No. 4 – Ordinary Resolution

Appointment of Ms Sowmya Vasudevan Moorthy (DIN: 06470039) as a Non-Executive Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 5 – Ordinary Resolution

Ratification of remuneration payable to Cost Auditors, M/s Adawadkar Deshmukh & Associates, for the financial year 2014- 2015 and 2015-2016

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

A.J.

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

Resolution 6 – Special Resolution

To amend the Incidental or Ancillary Objects Clause of Memorandum of Association of the Company

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution No. 7 – Special Resolution

Deletion of the Other Objects Clause of the Memorandum of Association of the Company

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 8 – Special Resolution

To amend the Liability Clause of the Memorandum of Association of the Company

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 9 – Special Resolution

To Adopt the New Set of Articles of Association of the Company

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 10 – Special Resolution

To approve Borrowing Powers of the Company

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
33	70721832	96.6732

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
1	2433674	3.3268

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

X.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Resolution 11 – Special Resolution

To approve Mortgage/Charge on the Properties of the Company

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
33	70721832	96.6732

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
1	2433674	3.3268

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 12 – Special Resolution

To issue Non-Convertible Debentures on a Private Placement Basis

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 13 – Ordinary Resolution

To Accept Unsecured Fixed Deposit

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 14 – Special Resolution

Employees Stock Options Scheme 2015 ('ESOS, 2015')

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
33	70721832	96.6732

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
1	2433674	3.3268

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Resolution 15 – Special Resolution

Grant of Employees Stock Options to The Employees Equal To or More Than 1%

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
32	70716832	96.6664

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
2	2438674	3.3336

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Resolution 16 – Special Resolution

To Shift the Registered Office of the Company

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
34	73155506	100

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
0	0

Thanking you,

Yours faithfully,

for Savita Jyoti Associates

Savita Jyoti

CS Savita Jyoti
Practicing Company Secretary
FCS 3738; CP 1796

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

Witness:

1. Ms Sonam Malkan - Sonam Malkan
2. Ms Vibha Sharma - Vibha

Place: Hyderabad
Dated: 29.09.2015

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

Scrutinizers report

To,
The Chairman,
Vascon Engineers Limited
CIN L70100MH1986PLC038511
Reg off: 15/16, Hazari Baug, LBS Marg,
Vikhroli (West), Mumbai 400 083

Dear Sir,

The Board of Directors of the Company have appointed me as a Scrutinizer for conducting the remote e-voting process.

I submit my report as under:

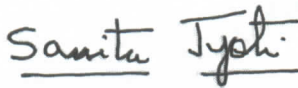
1. The mailing list of the electronic voting forms to the members whose email addresses were registered with depositories.
2. The remote e-voting period commenced from Wednesday, September 23, 2015 (10.00 AM IST) and ended on Monday, September 28, 2015 (05.00 PM IST)
3. For the purpose of my scrutiny, the remote e-voting, members demographic details, their voting rights and voting pattern were provided by M/s Karvy Computershare Private Limited
4. The remote e-votes were scrutinised and the shareholding was matched / confirmed with the Register of members of the company.
5. All remote e-votes received up to the close of working hours on September 28, 2015 and last date and time fixed by the company for receipt of the e-votes were considered for my scrutiny.

The details of e-voting and the results of the e voting are enclosed herewith.

All the resolutions are passed successfully by e-voting and you may declare the results accordingly.

Thanking you

for **Savita Jyoti Associates**



CS Savita Jyoti

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

Place: Hyderabad
Date: 29.09.2015

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

Scrutiniser's Report on Ballot Paper

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Vascon Engineers Limited,
CIN L70100MH1986PLC038511
Reg off: 15/16, Hazari Baug, LBS Marg,
Vikhroli (West), Mumbai 400 083

Sub : Scrutiniser's Report on physical ballot forms received pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for resolutions passed at the 30th Annual General Meeting of the Members of Vascon Engineers Limited held on Tuesday, the 29th September 2015, at 04.00 PM at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001.

We, Savita Jyoti Associates, Company Secretaries, Hyderabad, had been appointed as the Scrutiniser by the Board of Directors of the Company pursuant to section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to scrutinise the physical ballot forms received from the shareholders in respect of the resolutions mentioned in the Notice to the 30th Annual General Meeting (AGM) of the Company held on September 29, 2015 at 4.00 P.M. at Mumbai.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting by using ballot forms by shareholders on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. Our responsibility as Scrutiniser is to ensure that the voting process by use of ballot forms is restricted to make a Scrutiniser's Report of the votes cast 'in favour' or 'against' the resolutions stated above.

The Notice dated August 11, 2015 along with explanatory statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the resolutions passed at the AGM of the Company.

The Company had provided voting by physical Ballot Forms at the place of AGM, to the members who do not have access to remote e-voting facility.

A. J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

The shareholders of the Company holding shares as on the "cut off" date of September 22, 2015 were entitled to vote on the resolutions as contained in the Notice of the AGM.

Votes cast through physical Ballot Forms were received on September 29, 2015 i.e. at the time of AGM, were considered.

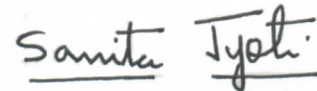
We have scrutinised and reviewed the ballot forms received.

We now submit our Report on the result of the voting by physical ballot forms in respect of the said resolutions.

The Register and all other relevant records relating to the voting by physical ballot forms are under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully



Place: Hyderabad
Dated: September 29, 2015

CS Savita Jyoti
Scrutiniser
Practicing Company Secretary
FCS: 3738; C. P. No. 1796

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

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

Results on Ballot Forms

Results of Item No. 1 – Ordinary Resolution

To consider and adopt

a) Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended March 31, 2015

b) Audited Consolidated Financial Statement for the year ended March 31, 2015

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Results of Item No. 2 – Ordinary Resolution

Re-appoint Mr. R. Vasudevan (DIN: 00013519), who retires by rotation, and being eligible offers himself for re-appointment.

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Results of Item No. 3 – Ordinary Resolution

Ratify the appointment Deloitte Haskins & Sells LLP (Firm Registration Number 117366W/W-100018) as the Statutory Auditors of the Company.

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

A.J.

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

Results of Item No. 4 – Ordinary Resolution

Appointment of Ms Sowmya Vasudevan Moorthy (DIN: 06470039) as a Non-Executive Director of the Company.

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Results of Item No. 5 – Ordinary Resolution

Ratification of remuneration payable to Cost Auditors, M/s Adawadkar Deshmukh & Associates, for the financial year 2014- 2015 and 2015-2016

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Results of Item No. 6 – Special Resolution

To amend the Incidental or Ancillary Objects Clause of Memorandum of Association of the Company

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

A.J.

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

Results of Item No. 7 – Special Resolution

Deletion of the Other Objects Clause of the Memorandum of Association of the Company

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Resolution 8 – Special Resolution

To amend the Liability Clause of the Memorandum of Association of the Company

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Resolution 9 – Special Resolution

To Adopt the New Set of Articles of Association of the Company

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Resolution 10 – Special Resolution

To approve Borrowing Powers of the Company

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

A.J.

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

Resolution 11 – Special Resolution

To approve Mortgage/Charge on the Properties of the Company

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Resolution 12 – Special Resolution

To issue Non-Convertible Debentures on a Private Placement Basis

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Resolution 13 – Ordinary Resolution

To Accept Unsecured Fixed Deposit

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Resolution 14 –Special Resolution

Employees Stock Options Scheme 2015 ('ESOS, 2015')

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Resolution 15 – Special Resolution

Grant of Employees Stock Options to The Employees Equal To or More Than 1%

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104344	100
Dissent	0	0
Total	104344	100

Resolution 16 – Special Resolution

To Shift the Registered Office of the Company

Particulars	Number of Votes cast through Postal Ballot	Percentage
Assent	104224	100
Dissent	0	0
Total	104224	100

Thanking you,

Yours faithfully,
For Savita Jyoti Associates

Savita Jyoti

CS Savita Jyoti
Company Secretaries
FCS : 3738
CP No. : 1796

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

Place : Hyderabad
Dated : September 29, 2015