



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, **Website:** www.vascon.com.

Corporate Identity Number: L70100MH1986PLC038511

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of Members of Vascon Engineers Limited will be held at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai - 400001, on Thursday, 28th day of September, 2017 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, 2017, 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, 2017 reports of Auditors thereon.
2. To reappoint Mr. R. Vasudevan (DIN: 00013519), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the continuation of the Statutory Auditors, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding Rules, pursuant to the recommendations of the Audit Committee and the resolution passed by the members at their 29th AGM held on September 15, 2014, the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants having a (ICAI Firm Registration No. 117366W/W-100018), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, as Statutory Auditors to hold office up to the conclusion of the 34th Annual General Meeting, be and is hereby ratified at such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. 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 and Securities Premium account of the Company, as prescribed under Rule 3(4)(a) of the Companies (Acceptance of Deposits) Rules, 2014.

RESOLVED FURTHER THAT Board of Directors, Company Secretary and Compliance Officer of the Company be and are hereby, severally 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.

5. TO DIVEST/SALE/SLUMP SALE/DEMERGER OF NON-CORE ASSETS AND/OR MATERIAL SUBSIDIARY

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

RESOLVED THAT pursuant to **section 180(1) (a)** of the Companies Act, 2013, read with Regulation 24(5) and (6) of SEBI (Listing Obligations and Disclosure Requirements) 2015, the proposal to sell, transfer, dispose of as a going concern the whole or substantially the whole of the undertaking or one or more undertakings of the Company and its material subsidiaries (including GMP Technical Solutions Pvt. Ltd) wherever situated, comprising of movable and immovable properties, other assets, rights and interest therein at price and on such terms and conditions by any method like sale, slump sale, demerger or private Equity Divestment as the Board of directors of the Company deems fit and proper be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take necessary action to give effect to the said proposal.

6. TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and is hereby altered by deletion of clause 79 of Articles of Associations of the Company which is as under:-

THE SEAL

- i) The Board shall provide for the safe custody of the seal.
- ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

7. TO CONVERT LOAN AVAILED FROM ECL INTO EQUITY SHARES UPON, EVENT OF DEFAULT:

To consider and, if thought fit, to pass with or without modifications, the following resolutions by way of Special Resolution:-

RESOLVED THAT pursuant to the provisions of Section 62(3) of the Companies Act, 2013 and other enabling provisions, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for signing the loan agreement, inter alia, containing the following clause of conversion;

If the Company defaults in repayment of principal amounts of the Loan of an amount of Rs. 70 crores granted by ECL Finance Limited (“Loan”) or interest thereon or any combination thereof as per the repayment schedule, then, the Lender shall have the right but not the obligation to convert at their option the whole or part of the defaulted amount of the Loan into fully paid-up equity shares of the Company, at par or as per the SEBI guidelines/ Applicable Law and in the manner specified in a notice in writing to be given by the Lender to the Company.

RESOLVED FURTHER THAT the Board of Directors shall take necessary steps for issuing certified copy of the resolution and taking all steps as and when required for acting upon the resolution on occurrence of event of default for conversion of loan of Lender into paid up equity of the company.

8. SHIFTING OF REGISTERED OFFICE OF THE COMPANY:

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 Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules hereunder, the Registered Office of the Company be shifted from-15/16, Hazari Baug, L.B.S. Marg, Vikhroli, Mumbai-400083 to ‘Vascon Weikfield Chambers’, Behind Hotel Novotel Opposite Hyatt Regency, Pune- Nagar Road, Pune - 411 014 within the State of Maharashtra;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and is hereby severally authorized to file the e-forms with the Registrar of Companies, Maharashtra, Mumbai, being the notice for change in situation of the Registered Office of the Company from Mumbai to Pune and to take all such actions and do all such things as may be deemed prudent in this regard from time to time”

Registered Office

15/16, Hazari Baug, LBS Marg,
Vikhroli (West), Mumbai 400 083
Tel: +91 (22) 25781143

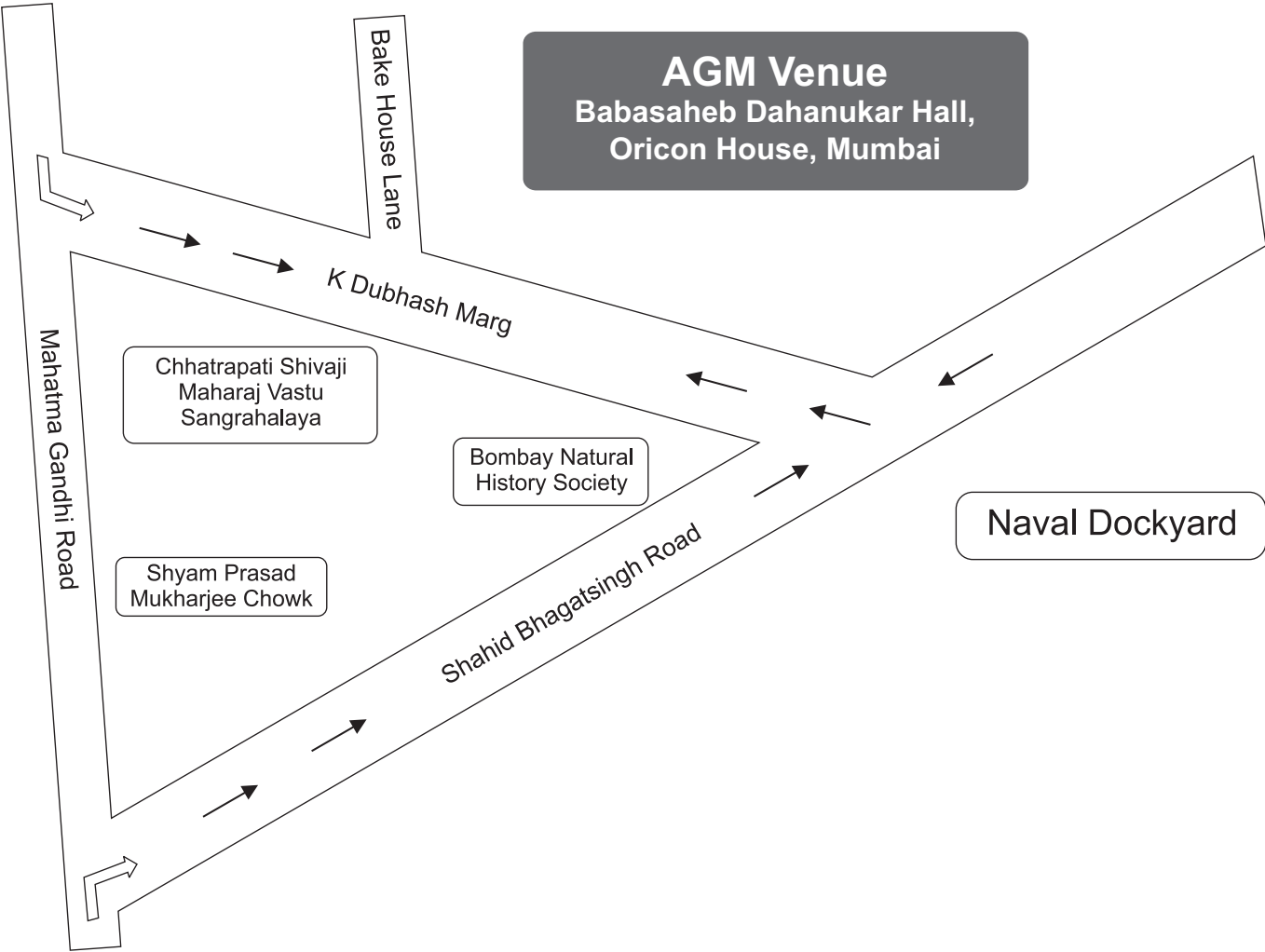
By order of the board of Directors

Sd/-
M. Krishnamurthi
Company Secretary and Compliance Officer

Corporate Office

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

Place: Pune
Date: August 10, 2017.



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.
7. The annual report for the financial year 2016-17 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 2016-17, 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.

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14. 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.
15. 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 32nd Annual General Meeting of the Company.

By Order of the Board

M. Krishnamurthi
Company Secretary and
Compliance Officer

Place: Pune
Date: 10th August, 2017

ANNEXURE TO NOTICE OF AGM

ITEM NO. 2

This statement is provided under Secretarial Standard on General Meetings (SS-2)

Mr. R. Vasudevan 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 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 Industry.

He has been awarded several awards for his contribution in the field of construction and Real Estate Industry. He has been awarded the Top Management Consortium Award of Excellence for the year 2005, the "Construction World -Top Builder Award" in 2007, Award for Life Time Achievements by the Alumni Association of College of Engineering, Pune in 2005 and the South Indian Education Society on the occasion of its Platinum Jubilee (1932-2008) honored and felicitated Mr. R. Vasudevan as a distinguished alumni. He has over 35 years of experience in the construction industry.

Vascon Engineers Limited from 1986 is providing Engineering Procurement Construction Services and the Real Estate Development. The Company undertakes the entire spectrum of Real Estate Development activities including identification and acquisition of land, providing EPC services, and sales and marketing of projects and operation of the completed projects. It has Pan India operations.

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 Business requires special skill set for timely execution of projects and monitoring on continuous basis. Mr. R. Vasudevan possesses these special skill due to which the Company has grown tremendously.

In the past few years, the construction industry has been deeply affected by market conditions and Government policies and the entire set of companies in the industry has suffered. Hence the company has incurred losses. The Company has taken lots of steps to overcome the existing situation.

Mr. R. Vasudevan is also a Director on the Boards of

1. Ascent Hotels Private Limited
2. NovaCare Drugs Specialties Private Limited
3. Vasumangal Constructions LLP
4. Uday Gujar Foundation

He has attended 4 Meetings of the Board held during the Financial Year 2016-17. He holds the membership of following Committees:

Sr. No	Name of the Company	Name of the Committee
1	Vascon Engineers Limited	Audit Committee
		Stakeholders Relationship Committee
		Corporate Social Responsibility Committee
		Risk Management Committee
		Restructuring Committee

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

Item No. 4:

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.

The Board recommends the Resolution at Item Nos. 4 for approval by the Members.

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.

Item No. 5:

The Management and the Board of Directors of the Company have decided to focus on the main two verticals viz EPC and Real Estate of the Group. However, the Group has diversified into other businesses through subsidiaries and part of main Company. The Company has decided to dispose of all non-core assets in the Company and its subsidiaries. One of such material subsidiary is GMP Technical Solutions Private Limited with three businesses viz (1) manufacturing clean room partitions; (2) executing contracts of HUAC and BMC; and (3) certification of weights and measurements. The Company shall be looking at various options to move out of these businesses at appropriate valuations. This shall enable the Company to improve the cash flow and utilize the capital on lucrative businesses.

The approval by way of Special Resolution of the Shareholders of the parent Company is required as per Regulation 24(5) and Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Board recommends the Resolution at Item Nos. 5 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and any of their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution except to the extent of shares held by them in the Company.

Item No.6:

Pursuant to Companies Amendment Act, 2015 use of Common seal has now become optional for companies. The Company has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing the related clauses in AOA.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution.

The Board recommends the Resolution at Item Nos. 6 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and any of their relatives are concerned or interested, financial or otherwise, in the said resolution except to the extent of shares held by them in the Company.

Item No.7:

In terms of provisions of section 180(1)(c) of the Companies Act, 2013 shareholders of the Company have accorded approval of Board of Directors of the Company to borrow money upto Rs. 1000 Crores by passing a special resolution in the Annual General meeting of the Company dated September 29, 2015.

In line with regulatory changes in the recent past and pursuant to section 62(3) of the Companies Act, 2013 and other applicable provisions & rules framed thereunder, Company has been advised to pass special resolution to enable banks/Financial Institutions (hereinafter referred to as Lender's) to convert the outstanding principal and interest into Equity shares at the option of lenders upon such terms and conditions as may be deemed appropriate by Board and at a price determined in accordance with SEBI (Regulations) applicable at the time of conversion.

VASCON ENGINEERS LIMITED

Accordingly, Board recommends the resolution to enable the lenders in terms of Lending Arrangements entered to convert whole or part of the out standings into Equity Shares

As per the Letter of Approval dated November 07, 2016 bearing reference number ECLFL/RE/2070, Borrowers shall have furnished corporate approvals inter alia approving clause in the loan agreement regarding conversion of loan into equity on occurrence of event of default i.e. Event of Default in payment of Principal or Interest.

Section 62(3) of the Companies Act, 2013, requires to obtain the approval of shareholders by special resolution, for the conversion of the loan (including interest thereon) into equity shares of the company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financial or otherwise in the above resolution except to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No.8:

As per provisions of Section 12 of the Companies Act, 2013 shifting of registered office of a company outside the local limits of any city or town requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at Mumbai. With a view to improve the operational efficiency, the Board of Directors considered and subject to approval of the Members, approved the proposal for shifting the registered office to Pune. The proposed location is outside the local limits of Mumbai city and therefore requires approval of the Members by way of a special resolution.

If approved, the registered office will be moved to 'Vascon Weikfield Chambers', Behind Hotel Novotel and beside Hyatt Regency, Pune- Nagar Road, Pune - 411 014.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

Registered Office

15/16, Hazari Baug, LBS Marg,
Vikhroli (West), Mumbai 400 083
Tel: +91 (22) 25781143

Corporate Office

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

By order of the board of Directors

M. Krishnamurthi
Company Secretary and Compliance Officer

Place: Pune
Date: 10th August, 2017.



VASCON
Vascon Engineers Limited

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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, **Website:** www.vascon.com.

Corporate Identity Number: L70100MH1986PLC038511

ATTENDANCE SLIP

Folio No./DP ID and

Client ID: No. of Shares:

Name and address of
 First/Sole Member:

I, hereby record my presence at the 32nd Annual General Meeting of the Company to be held on Thursday, 28th day of September, 2017 at 1530 hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001

 Name of the Member/Proxy
 (Block Letters)

 Signature of the Member/Proxy

Notes:

- 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 Annual Report for reference at the meeting.



VASCON Vascon Engineers Limited

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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, **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, 28th September, 2017 at 1530 hours

Venue of the Meeting : Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001

Please fill attendance slip and hand it over at the entrance of the meeting venue

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 32nd Annual General Meeting of the Company to be held on 28/09/2017 at 3.30 pm and at any adjournment thereof) in respect of such resolutions 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
Revenue
Stamp

Signature of Member

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

VASCON ENGINEERS LIMITED

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

Sr. No.	Resolutions	No. of Shares Held	For	Against	Abstain
1.	Consider and adopt: a. Audited Financial Statement for the Financial Year ended March 31, 2017 and the report of Board of Directors and Auditors thereon b. Audited Consolidated Financial Statement for the Financial Year ended March 31, 2017 and the report of Board of Directors and Auditors thereon				
2.	Re-appointment of Mr. R Vasudevan (DIN: 00013519), who retires by rotation, and being eligible offers himself for re-appointment.				
3.	To ratify continuation of Statutory Auditors M/s Deloitte Haskins & Sells LLP (Firm's Registration No. 117366W/W-100018).				
SPECIAL BUSINESS:					
4.	Acceptance of unsecured Fixed Deposit				
5.	To divest / sale / slump sale / demerger of non-core assets and / or Material Subsidiary				
6.	To amend Articles of Association of the Company				
7.	To convert loan availed from ECL into Equity Shares upon Event of Default				
8.	Shifting of Registered Office of the Company				

** 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)

Notes:

- The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- 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.
- The form of Proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- 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.
- 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.
- Undated Proxy Form will not be considered.