VASCON

July 16, 2026

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

Ref Symbol: **VASCONEQ**

To,
BSE Limited
The Department of Corporate Services
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001

Ref: **Scrip Code: 533156**

Dear Sir/Madam,

Subject: Notice of the 41st Annual General Meeting for the Financial Year 2025-26

Please find attached herewith, the Notice convening the 41st Annual General Meeting ("AGM") for the Financial Year 2025-26, sent through electronic mode to all the members whose e-mail address is registered with the Company / Company's Registrar and Transfer Agent / Depository Participants / Depositories. The AGM is scheduled to be held on **Friday, 07th day of August 2026 at 11:30 A.M.** **at "MonarQ" Royal Orchid Golden Suites, Golden Nest, Opp. Cerebrum IT Park, Kalyani Nagar Pune-411014.**

Further, in accordance with the Regulation 36 (1) (b) of the SEBI Listing Regulations, a letter containing the web-link for accessing Annual Report including notice of AGM for Financial Year **2025-26** is being sent to all those Members who have not registered their email IDs.

This is for your information and records.

For **Vascon Engineers Limited**

NEELAM
PIYUSH
PIPADA

Digitally signed by NEELAM PIYUSH PIPADA
DN: c=IN, o=Personal,
2.5.4.20=ED5811D88B69DE32EEC579DAA40F90
5330715B240DC00583A32234EBD45F17E8,
postalCode=411048, st=Maharashtra,
serialNumber=CEAC60F9AB4DB683410AB1428
E7F5E48E156F8E0330C688C8D324D9A8D028F
76, cn=NEELAM PIYUSH PIPADA
Date: 2026.07.16 17:28:40 +05'30'

Neelam Piyush Pipada
Company Secretary and Compliance Officer
M No.: A31721

VASCON

Notice

NOTICE is hereby given that the 41st Annual General Meeting of the Members of **VASCON ENGINEERS LIMITED** ("the Company") will be held on **Friday, 7th Day of August, 2026 at 11:30 a.m. (IST) at "MonarQ" Royal Orchid Golden Suites, Golden Nest, Opp. Cerebrum IT Park, Kalyani Nagar Pune-411014,** to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon**
   To consider and if thought fit, to pass the following resolutions as an **Ordinary Resolutions:**

   a) **"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted;

   b) **RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To appoint a Director in place of Dr. Santosh Sundararajan (DIN: 00015229), who retires by rotation and being eligible offers himself for reappointment**
   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Santosh Sundararajan (DIN: 00015229), who retires by rotation at this Meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation"

SPECIAL BUSINESS:

3. **To Ratify the Remuneration of Cost Auditors for the Financial Year ending 31st March, 2027**
   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Audit Committee, the remuneration payable to Mrs. Varsha S. Limaye, Cost Accountants having Firm Registration Number 12358, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2027, amounting to ₹2,50,000 (Rupees Two Lakh Fifty Thousand only) (plus Goods and Services Tax and reimbursement of out-of-pocket expenses) be and is hereby ratified;

   RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

4. **To re-appoint Mr. Sankaramahalingam Balasubramanian (DIN: 06622735) as Non-Executive Independent Director for a second and final term of five consecutive years**
   To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI Listing Regulations, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sankaramahalingam Balasubramanian (DIN: 06622735), who held office of Independent Director for the first term of 5 years upto November 25, 2026 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration confirming that he meets the criteria of independence under

Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for second term of five consecutive years with effect from November 26, 2026 to November 25, 2031.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

5. **To appoint Mr. Divya Maneklal Shah (DIN: 11707687) as the Non-Executive Independent Director of the Company for a term of 5 Years w.e.f. May 15, 2026 and continuation of holding of office of Non-Executive Independent Director on attaining the age of 75 years during the said term**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of the SEBI Listing Regulations read with the provisions of Articles of Association of the Company Mr. Divya Maneklal Shah (DIN: 11707687) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from May 15, 2026 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2025-26 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a first term of five consecutive years commencing from May 15, 2026 to May 14, 2031, not being liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, of the Act and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members be and is hereby granted to Mr. Divya Maneklal Shah, for continuing her directorship as a Non-Executive Independent Director on attaining the age of 75 years during his said term.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

6. **To Approve Material Related Party Transactions with Vascon Developers LLP**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/ statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with

Vascon Developers LLP, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations during financial year 2026-27, for an aggregate value not exceeding ₹150 Crore, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

RESOLVED FURTHER THAT the Board (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company thereof to exercise its powers including powers conferred under this resolution), be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matter, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in any of the foregoing resolution/(s), be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Sd/-
Neelam Piyush Pipada
Company Secretary
Membership Number: A31721

Date: May 11, 2026
Place: Pune

NOTES

1. **A Member Entitled to attend and Vote is Entitled to Appoint a Proxy to Attend and Vote at the Meeting, Instead of Himself/Herself and the Proxy need not be a Member.**

2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as 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 shareholder.

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, members would be entitled to inspect the proxies lodged, between 9:00 am to 6:00 pm, provided not less than 3 days' written notice is given to the Company.

5. Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorising their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.

6. Appointment / Re-appointment of Directors

At the ensuing Annual General Meeting, Dr. Santosh Sundararajan (DIN: 00015229) retire by rotation and being eligible, offer himself for re-appointment.

7. Details of Directors seeking appointment / reappointment at the 41st Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.

8. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.

SEBI mandate on KYC Compliance

9. SEBI has mandated that any service request from Members holding securities in physical mode shall be entertained only upon registration of the PAN and KYC details. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update:

    a. PAN and KYC details

    b. E-mail address to receive communication through electronic means.

    Members are also requested to update their nomination by submitting Form SH-13 or Form ISR-3 for opting out of nomination.

    The said forms are available on the website of the Company at https://www.vascon.com/investors/services and on the website of KFintech at https://ris.kfintech.com/clientservices/isc/isrforms.aspx

    Members have an option to submit duly filled Form ISR-1 in person at any of the branches of KFin, details of which are available at https://www.kfintech.com/contact-us or submit e-signed form online along with requisite documents by accessing the link https://kprism.kfintech.com/ or the original copy of physical forms can be sent through post or courier at following address:

    KFin Technologies Ltd.
    Unit: Vascon Engineers Limited
    Selenium Building, Tower-B,
    Plot No 31 & 32, Financial District,
    Nanakramguda, Serilingampally,
    Hyderabad, Rangareddi,
    Telangana-500 032.
    Toll free no.: 1800 309 4001

10. Members holding shares in dematerialised mode, who have not registered/updated their PAN, KYC details and nomination are requested to register/update the same with the respective DPs.

11. **Inspection of documents:** The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the

Directors are interested, maintained under Section 189 of the Act, Certificate from Secretarial Auditor under Employee Stock Option Scheme, 2020 and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to compliance.officer@vascon.com mentioning his / her / its folio number / DP ID and Client ID.

12. **Circulation of Notice of the AGM along with Integrated Annual Report electronically:** Notice of the AGM along with the Integrated Annual Report for financial year ("FY") 2026 is being sent by electronic mode to those Members whose email address is registered with the Company or KFintech, Registrar & Share Transfer Agent ("RTA") or National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories"). Additionally, the Company will also send a letter to shareholders providing the web-link and QR code for accessing the Integrated Annual Report to those Members who have not registered their email address with the Company or RTA or Depositories. [Regulation 36(1) of the SEBI Listing Regulations].

    The Notice and Integrated Annual Report 2025-26 will also be available on the Company's website www.vascon.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech https://www.kfintech.com. Hard copy of the full Annual Report will be sent to the shareholders who request for the same.

    The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e. date and time of AGM, venue of the AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, and other matters as may be required.

    Members can request for hard copy of the Annual Report by sending a request at compliance.officer@vascon.com

13. **IEPF related information:**

    The Company has transferred the unclaimed/unpaid dividend to the Investor Education and Protection Fund ("IEPF") established by Central Government. Details of Dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link www.iepf.gov.in.

    Adhering to various requirements set out in Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended the Company has during Financial Year 2018-19, transferred to IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on due date November 15, 2018. Details of shares so far transferred are available on the website of the Company and the same can be accessed through the link: www.vascon.com

    The said details were uploaded on the website of IEPF Authority www.iepf.gov.in

    Members/Investors whose shares, unclaimed dividend has been transferred to the IEPF may claim the shares or apply for refund as the case may be, to the IEPF authority by making an electronic application in e-form IEPF-5 as detailed on the website of the Ministry of Corporate Affairs at the weblink: http://www.iepf.gov.in/IEPF/refund.html

14. **Dividend related Information:**

    Interim Dividend declared in FY 2023-24, the details of unpaid and unclaimed dividends from the said declared dividend lying with the Company as on March 31, 2026 are uploaded on the website of the Company and can be accessed through the link www.vascon.com

    SPECIAL WINDOW FACILITY FOR SHAREHOLDERS OF AGE 75 YEARS & ABOVE (SENIOR CITIZENS), FOR CLAIMING UNPAID/UNCLAIMED DIVIDEND & SHARES FROM IEPF AUTHORITY.

    a. Ministry of Corporate Affairs (MCA), IEPF Authority vide its notification No. F.No. AKAM/Senior-Citizen/Special Window dated June 07, 2022 has launched a 'Special Window Facility' for senior citizens of age 75 years & above ('Senior

Citizen Members/Claimants') to auto-prioritise the requests in IEPF-5 for claiming unpaid/unclaimed dividend and shares from IEPF. For facilitating such claimants, IEPF Authority has established a dedicated telephone number 011-23441727 and E-mail ID – seniorcitizen.iepfa@mca.gov.in

b. Senior Citizens can e-mail the details of their application in e-form IEPF-5 on Company's dedicated e-mail ID compliance.officer@vascon.com after sending the physical documents to the Company/ or its RTA. The Company shall prioritise the processing of such applications.

15. Instructions for members/proxies:

Proxies are requested to bring the attendance slip duly filled and signed along with the identity proof. Members are requested to bring either duly filled in and signed attendance slip.

A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.

Members attending in person at the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

Route map for directions to the venue of the meeting is provided in this Notice and is also available on the website of the Company at https://www.vascon.com/investors/annual-reports

In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote at the meeting.

In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Friday, 31 July 2026 (end of day), such member may obtain the user ID and password from KFin by sending request on evoting@kfintech.com from registered e-mail ID. In case the e-mail ID is not registered, such members, are requested to register/update the same with the respective DPs.

16. Dispute Resolution: SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. Link to access SMART ODR Portal is available here. [SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026]

17. General Information:

I. Institutional/Corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutiniser by e-mail through its registered e-mail address to amit.jaste@ajcs.in.

II. Attendance Slip will also be available on the Company's website at https://www.vascon.com/investors/annual-reports website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and on the website of e-voting service provider, KFintech at https://evoting.kfintech.com/public/Downloads.aspx.

III. For more details on shareholders' matters, please refer to the chapter on 'General Shareholder Information', included in the Annual Report.

IV. Members may reach out at the contact details mentioned below for addressing e- voting related grievances:

Mr. Dnyanesh Gharote
Vice President-Corporate Registry
KFin Technologies Ltd.
Unit: Vascon Engineers Ltd.
Selenium Building, Tower-B, Plot No. 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi|
Telangana-500 032
Toll free no.: 1800 309 4001
E-mail ID: einward.ris@kfintech.com

V. The Board of Directors at their meeting held on May 11, 2026 have appointed Amit Jaste, Practising Company Secretary (FCS No. 7289, CP No. 12234) as the Scrutiniser to scrutinise the e-voting process and voting at the AGM in a fair and transparent manner.

VI. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinisers' report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.

VII. The results declared along with the Scrutiniser's report shall be placed on the Company's website at https://www.vascon.com/investors/annual-reports and on the website of KFintech at https://evoting.kfintech.com/public/Downloads.aspx and shall also be communicated to the stock exchanges.

18. E-voting related instructions:

A. Voting through electronic means:

a) In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin or to vote at the AGM.

b) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 31 July 2026 (end of day), being the cut-off date fixed for determining voting rights of members are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

c) Members who have registered their e-mail ID, user ID and initial password are provided in the body of the email and members whose e-mail ID is not registered, a letter containing login credentials for remote e-voting is being dispatched.

d) Members can cast their vote online from Monday, 03 August 2026 (9:00 a.m.) till Thursday, 06 August 2026 (5:00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

e) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants.

The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

I. Login method for remote e-voting for individual shareholders holding securities in demat mode:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **2. User already registered for IDeAS facility:** i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **3. User not registered for IDeAS e-Services** v. To register click on link : https://eservices.nsdl.com vi. Select "Register Online for IDeAS" or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp vii. Proceed with completing the required fields. viii. Follow steps given in points 1 **Alternatively by directly accessing the e-Voting website of NSDL** ix. Open URL: https://www.evoting.nsdl.com x. Click on the icon "Login" which is available under 'Shareholder/Member' section. xi. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. xii. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. xiii. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of Shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e- Voting period without any further authentication

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 – 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (9879), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9136, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on “LOGIN”.

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Vascon Engineers Limited - AGM” and click on “Submit”

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorising its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email id amit.jaste@ajcs.in with a copy marked to evoting@kfintech.com. The scanned image of the above- mentioned documents should be in the naming format "Corporate Name_EvenNo."

III. In case of a Member whose email IDs are not registered /updated with the Company/KFintech / Depository Participants(s):

a) Members holding shares in dematerialised mode who have not registered /updated their email addresses with their Depository Participants are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.

b) After due verification, KFintech will forward your login credentials to your registered email address.

Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on https://evoting.kfintech.com which may be used for sending further communication(s).

B. Voting facility at AGM:

a) In addition to the remote e-voting facility as described above, the Company has made voting facility available at the venue of the AGM through electronic voting system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.

Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 03

To ratify the Remuneration of Cost Auditors for the Financial Year ending 31st March, 2027.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Company (Audit and Auditors) Rules, 2014 as amended from time to time, the Company is required to appoint a cost auditor to audit the cost records of the Company. The remuneration of Cost Auditor is required to be ratified by the members subsequently in accordance with the provisions of the Act and Rules.

On the recommendation of the Audit Committee, Board of Directors have approved appointment of Mrs. Varsha S Limaye (Registration No.: 12358), Cost Accountant as Cost auditor of the Company for the F.Y. 2026-27 at a remuneration of ₹250,000/-(Rupees Two Lakhs Fifty Thousand Only) plus applicable taxes.

Cost Accountants have furnished certificates regarding their eligibility for appointment as Cost Auditors of the 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.

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

ITEM NO. 04

The reappointment of Mr. Sankaramahalingam Balasubramanian (DIN: 06622735) as Non-Executive Independent Director for a second and final term of five consecutive years:

Mr. Sankaramahalingam Balasubramanian (DIN: 06622735) was appointed as Independent Director as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 read with the Companies

(Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act by the Board effective from November 26, 2021 to hold office upto five years. The members at the Annual General Meeting held on September 28, 2022 had approved the same. His tenure is due for retirement from the first term as an Independent Director on November 25, 2026.

NRC after taking into account the performance evaluation of Mr. Sankaramahalingam Balasubramanian during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise , as being key requirements for this role. In view of the above, the NRC and the Board are of the view that he possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an independent director.

Based on the recommendation of the NRC, the Board, recommended the re-appointment of Mr. Sankaramahalingam Balasubramanian as an independent director, for a second term of 5 (five) years effective from November 26, 2026 to November 25, 2031 (both days inclusive), not liable to retire by rotation.

As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

Mr. Sankaramahalingam Balasubramanian fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Company has received all statutory disclosures / declarations, including

(i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act,

(iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the SEBI Listing Regulations, 2015 and,

(iv) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated 20 June 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20 June 2018 that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority,

(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company

A copy of the draft letter for the re-appointment of Mr. Sankaramahalingam Balasubramanian as an Independent Director setting out the terms and conditions will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting. The other details of Mr. Sankaramahalingam Balasubramanian in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are given in Annexure to this Notice.

Except Mr. Sankaramahalingam Balasubramanian, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 4.

ITEM NO.5

To Appoint Mr. Divya Maneklal Shah (DIN: 11707687) as the Non-Executive Independent Director of the Company for a term of 5 Years W.e.f. May 15, 2026 and continuation of holding of office of Non-Executive Independent Director on attaining the age of 75 years during the said term

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on May 11, 2026 appointed Mr. Divya Maneklal Shah as an Additional Director in the category of Non-Executive - Independent Director on the Board of the Company, in terms of Section 149(4) read with Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI Listing Regulations, on the recommendation of the NRC of the Board, for a term of Five years w.e.f May 11, 2026 to May 10, 2031, (both days inclusive) subject to the approval of the shareholders through Special Resolution. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 (“Act”) proposing the candidature of Mr. Divya Maneklal Shah for the office of Director of the Company.

The Company has received all statutory disclosures / declarations, including

a) Consent in writing from Mr. Divya Maneklal Shah to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),

b) Intimation in Form DIR-8 in terms of the Appointment Rules from Mr. Divya Maneklal Shah to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and

c) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations.

d) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Divya Maneklal Shah holds office as an Additional Director upto the date of next General Meeting or for a period of 3 months from the date of appointment whichever is earlier, in accordance with Section 161 of the Act and the Regulation 17(1C)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Pursuant to Sections 149 and 152 of the Act, it is proposed to appoint Mr. Divya Maneklal Shah as a Director not liable to retire by rotation.

Further, Mr. Divya Maneklal Shah has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

Mr. Divya Maneklal Shah has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Divya Maneklal Shah has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Vascon Engineers Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

Mr. Divya Maneklal Shah does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Further, there are no inter se relationship between him and any other member of the Board and Key Managerial Personnel of the Company.

Brief profile of Mr. Divya Maneklal Shah, nature of his expertise in functional areas his directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under applicable provisions of the Listing Regulations, are provided in Annexure of the Notice.

After reviewing the profile of Mr. Divya Maneklal Shah, the Nomination and Remuneration Committee and the Board was of the view that Mr. Divya Maneklal Shah possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. The skills coupled with rich experience will benefit the Company. Accordingly, the Board has recommended his candidature as an Independent Director of the Company. The Board considers that appointment of Mr. Divya Maneklal Shah would be of immense benefit to the Company and is justified.

A copy of the draft letter of appointment to be issued to Mr. Divya Maneklal Shah setting out terms and conditions of appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

Further, in terms of Regulation 25(2A) of SEBI Listing Regulations, appointment of Mr. Divya Maneklal Shah as an Independent Director requires approval of Members of the Company by passing a special resolution. In terms of Regulation 17(1A) of the Listing Regulations, the Company is required to obtain prior approval of Members by passing a special resolution since Mr. Divya Maneklal Shah will attain the age of seventy-five years on April 23, 2028.

Accordingly, the approval of Members is also sought for appointment of Mr. Divya Maneklal Shah as an Independent Director and the continuation of his appointment on attaining the age of 75 years on April 23, 2028 during his term which will end on May 14, 2031.

Except Mr. Divya Maneklal Shah, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution. The Board recommends the Special Resolution set out in Item No. 5 of the Notice for approval by the members.

ITEM NO.6

To Approve Material Related Party Transactions With Vascon Developers LLP

As per the provisions of Regulation 23 of SEBI Listing Regulations, all material related party transactions, require the prior approval of shareholders through an Ordinary resolution, even though they are on an arm's length basis and in the ordinary course of business. Further, a Related Party Transaction will be considered 'material' under the aforesaid Regulation, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year by the Company and/or by its subsidiaries, exceeds ₹1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ("Materiality Threshold").

In the Financial Year 2026-27, the Company, along with its associates, proposes to enter into certain related party transaction(s) with Vascon Developers LLP, as mentioned below, on mutually agreed terms and conditions, on arm's length basis and in the ordinary course of business and the aggregate of such transaction(s) together with the transactions already entered into, are expected to cross the Materiality Threshold. Accordingly, as per the SEBI Listing Regulations, prior approval of the shareholders is being sought through Ordinary Resolution for all such transaction(s)/contract(s)/arrangement(s) /agreement(s) entered/to be entered by the Company with Vascon Developers LLP.

The Company is engaged in providing Engineering, Procurement, and Construction which includes Construction of Airports, Buildings which are carried out either directly or through its subsidiaries and joint ventures with third parties at PAN India Level also company is engaged in Real Estate business (Residential and Commercial) at Pune and Mumbai.

The Company is holding 35% share of profit in Vascon Developer LLP. Vascon Developer LLP is engaged in the business of construction and development of residential / commercial / other buildings and it is executing two project viz Greenfield project in Powai, Mumbai and Joint Development Agreement in Baner, Pune.

During the course of rendering EPC services, the Company also leverages niche skills, capabilities and resources of entities within the Vascon Group and considering the Company's extensive experience, technical expertise, engineering capabilities and successful execution of EPC contracts, Vascon Developer LLP proposes to appoint the Company as the Engineering, Procurement and Construction (EPC) Contractor for execution of the Project.

In view of the above, the Company and/or its Subsidiaries may have the following transactions with Vascon Developers LLP

1. Execution of Construction Contract, providing construction / sales marketing/ technical services; and other operational assets or equipment if any
2. Availing or rendering of services;
3. Any other services incidental to the execution of the residential project Tranquil Heights
4. Transfer or exchange of any resources, services or obligations to meet business objectives/requirements including advances if any for continuation of project

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Designed Partner of LLP, confirming that the proposed RPT(s) are in the interest of the Company.

The quantum of above proposed transactions may exceed the Materiality Threshold. Therefore, Audit Committee has granted approval for entering into RPTs with LLP for an aggregate amount up to 150 Crore subject to approval of members for the potential quantum of transactions with Vascon Developer LLP, which includes transaction already entered with Vascon Developers LLP in the current financial year on an arm's length basis and in the ordinary course of business of the Company.

Details of the proposed transactions with Vascon Developers LLP being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

<table>
<tr><th>Sr. No</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td>1</td><td>Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</td><td>Vascon Developers LLP, Incorporated under LLP Act 2008, India, Associate Entity operating real estate and construction business</td></tr>
<tr><td>2</td><td>Contribution</td><td>35% Contribution in Capital Contribution and P & L Sharing</td></tr>
<tr><td>3.</td><td>Financial Performance of the Entity (In Lakh)</td><td>
<table>
<tr><th>Particular</th><th>2024-25</th><th>2023-24</th><th>2022-23</th></tr>
<tr><td>Turnover</td><td>0.00</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Networth</td><td>7680.00</td><td>6532.84</td><td>3124.04</td></tr>
<tr><td>Net profit</td><td>35.93</td><td>10.73</td><td>1.64</td></tr>
</table>
</td></tr>
<tr><td>4</td><td>Total transactions for past three years</td><td>
<table>
<tr><th>Sr. No</th><th>Year</th><th>Nature of Transaction</th><th>Amount in Lakh</th></tr>
<tr><td>1</td><td>FY 2025-26</td><td>Share of Loss</td><td>1.58</td></tr>
<tr><td>2</td><td>FY 2025-26</td><td>Project advance (net basis)</td><td>1895.92</td></tr>
<tr><td>3</td><td>FY 2024-25</td><td>Project Advance (net basis)</td><td>12.67</td></tr>
<tr><td>4</td><td>FY 2024-25</td><td>Share of Profit</td><td>12.26</td></tr>
<tr><td>5</td><td>FY 2023-24</td><td>Interest Income</td><td>52.03</td></tr>
<tr><td>6</td><td>FY 2023-24</td><td>Share of Profit</td><td>3.05</td></tr>
<tr><td>7</td><td>FY 2023-24</td><td>Project Advance (net basis)</td><td>342.90</td></tr>
</table>
</td></tr>
<tr><td>5.</td><td>Total Amount of all the transactions undertaken by the listed entity with the Related Party during the current Financial Year</td><td>320 Lakhs as on the signing of the this Report</td></tr>
<tr><td>6.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years</td><td>Not Applicable</td></tr>
<tr><td>8</td><td>Material terms and particulars of the proposed transaction</td><td>Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in.</td></tr>
<tr><td>9</td><td>Tenure of the proposed transaction</td><td>Contractual commitments
expected for a tenure up to 60 Months</td></tr>
<tr><td>10</td><td>Value of the proposed transaction</td><td>₹150 Crore</td></tr>
<tr><td>11</td><td>Value of the transaction as a percentage of-</td><td></td></tr>
<tr><td></td><td>(i) Listed entity’s annual consolidated turnover for the immediately preceding financial year</td><td>(i) 15.81% of the Company’s annual consolidated turnover.</td></tr>
<tr><td></td><td>(ii) the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>(ii) For Vascon Developers LLP, the turnover is currently nil, as revenue will be recognized upon completion of the project in accordance with Ind AS 115.</td></tr>
<tr><td>12</td><td>Type of Transaction</td><td>1. Execution of Construction Contract, providing construction / sales marketing/ technical services; and other operational assets or equipment if any
2. Availing or rendering of services;
3. Any other services incidental to the execution of the residential project Tranquil Heights
4. Transfer or exchange of any resources, services or obligations to meet business objectives/requirements including advances if any for continuation of project</td></tr>
</table>

Sr. No	Particulars of the information	Information provided by the Management
13	Justification of the proposed transaction	The Company possesses the necessary technical expertise, experienced workforce, project management capabilities and execution infrastructure to undertake EPC projects The proposed transaction is commercially justified as it enables the Company to leverage its core business expertise by undertaking the complete execution of the project, thereby generating EPC revenue during the construction phase. The EPC contract is expected to strengthen the Company's order book, improve revenue visibility, enhance utilisation of its resources and contribute to operational efficiencies. Further, as the Company holds a 35% share of profit in Vascon Developer LLP, it will also participate in 35% of the distributable profits of Vascon Developer LLP in accordance with the LLP Agreement. Accordingly, the Company is expected to derive economic benefits through both (i) revenue earned from execution of the EPC contract and (ii) its share in the profits of LLP
14	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party Certificate from the CEO or CFO or any other KMP of the listed entity and also from promoter directors of the listed entity (as referred in Para 3(2)(b) of these Standards)	Certificate obtained from CFO of the Company that the proposed transaction is not prejudicial to the interest of public shareholders
15	Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
16	Name of the Director or KMP who is related, if any, and the nature of their relationship	Siddharth Vasudevan Moorthy is authorised representative on behalf of Vascon Engineers Limited and a relative holds 15% Stake in the Vascon Developers LLP
17	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
A.	Source of funds	Not Applicable
B.	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness. • Cost of funds; and • Tenure of the indebtedness	Not Applicable
C	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
D	Purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
18	Any other relevant information	Not Applicable

The material related party transactions as set out in Item Nos. 6 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee. Approval of Members sought for the material related party transactions as given in Item Nos. 6 shall be valid up to the date of next AGM. Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolutions as set out in Item Nos. 6 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above,are concerned or interested in the respective resolutions.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall remain abstain from voting on the said resolution.

ANNEXURE TO THE NOTICE

Details of Directors Seeking Appointment / Re-Appointment at the Forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting]

Particulars	Sankaramalingam Balasubramanian	Santosh Pursram Sundararajan	Divya Maneklal Shah
Designation	Non-Executive Independent Director	Whole Time Director and Group CEO	Non-Executive Independent Director
DIN	06622735	00015229	11707687
Age	60 years	49 years	73 years
Date of Birth	07-May-1966	15-Dec-1976	26-April -1953
Qualifications	Bachelor of Engineering, Post Graduate Diploma in Management from Indian Institute of Management, Bengaluru, India	B.E. (Civil), Masters' in Financial Management and Ph. D in Structural Engineering	Bachelor of Arts from the Wilson College and while educating himself in law at the Govt. Law College.
Experience (including expertise in specific functional areas) / Brief Resume	Mr. Sankaramahalingam Balasubramanian has over three decades of industry experience, mostly in the areas of Banking and Finance and had a diverse sectoral experience covering power (generation, transmission, distribution and renewable) oil & gas, transportation, metals & mining, telecommunications, financial services and insurance among other. He has worked extensively with start-up, early and growth stage companies assisting them on financing, resources and operations and his experience includes project structuring, contract structuring and negotiations, financial modelling, limited recourse debt financing, Export Credit Agency backed financing, interest and currency derivatives, transaction documentation, etc. Over the years, he has established and maintained strong relationships with banks, financial institutions and corporate, both Indian and international.	Dr. Santosh Sundararajan is a Civil Engineer with a Ph. D in Structural Engineering from the National University of Singapore. He also holds a Masters degree in Financial Management from London University. He is a practising structural engineer with more than 20 years experience in the field of Civil Structural and allied building works, having worked both in Singapore and India. He has been with Vascon group since 2008 and has been serving as the group CEO since 2013.	Mr. Shah joined the Law firm of M/s. Ambubhai Diwanji, as it then was and signed articles with Mr. Y. M. Desai a senior partner of the firm. Mr. Shah graduated in Law in the year 1977 and commenced his practice in the same firm. Mr. Shah passed the Solicitor's exam conducted by the Bombay Incorporated Law society in the year 1980. Mr. Shah was admitted as a partner of M/s. Ambubhai Diwanji in the year 1984. In the year 1991, the name of the firm was changed to M/s. Desai and Diwanji and Mr. Shah continued to be a partner till March 2004 when he started his own law firm in the name of M/s. Divya Shah Associates. In July 2005 Mr. Shah was appointed as a Notary Public by The Government of India.
Terms and Conditions of appointment/re-appointment	Not Liable to retire by Rotation	As per the resolution at Item no. 2 of the notice convening the meeting, read with explanatory statement thereto, Dr. Santosh Sundararajan is proposed to be appointed as a Whole Time Director liable to retire by rotation	Not Liable to retire by Rotation
Remuneration last drawn	Being a Non-Executive Independent Director, he receives remuneration by way of sitting fees for attending meetings of the Board	As per the details in Notice of AGM	Being a Non-Executive Independent Director, he receives remuneration by way of sitting fees for attending meetings of the Board
Remuneration sought to be paid	Not Applicable	As per details set out in the Notice of AGM dated August 07, 2026	Not Applicable

Particulars	Sankaramalingam Balasubramanian	Santosh Pursram Sundararajan	Divya Maneklal Shah
Date of first appointment on the Board	November 26, 2021	May 31, 2021	May 15, 2026
Relationship with other Directors/ Key Managerial Personnel	Not related to any Directors	Not related to any Directors	Not related to any Directors
No. of Board Meetings attended during the financial year 2025-26	05 out of 05 meetings held	05 out of 05 meetings held	He is appointed w.e.f. May 15, 2026 hence not applicable
Board Membership of other listed companies as on March 31, 2026	Not Applicable	Not Applicable	Not Applicable
Audit Committee	Yes	Nil	Nil
Stakeholders Relationship Committee	Yes	Nil	Nil
Nomination and Remuneration Committee (NRC)	Nil Any other Company: NIL	Nil	Nil
Corporate Social Responsibility Committee	Yes	Nil	Nil
No. of Equity Shares held as on March 31, 2026	0	13048924	0

By Order of the Board of Directors
For **Vascon Engineers Limited**

Sd/-
Neelam Piyush Pipada
Company Secretary & Compliance Officer
Membership No.: A31721

Place: Pune
Date: May 11, 2026

Registered and Corporate Office:
Vascon Weikfield Chambers, Behind Hotel Novotel,
Opposite Hyatt Hotel, Pune Nagar Road, Pune-411014
CIN: L70100PN1986PLC175750
Website: www.vascon.com
E-mail: compliance.officer@vascon.com
Tel No.: 020-30562100 / 30562200

Vascon Engineers Limited

Registered and Corporate Office: Vascon Weikfield Chambers, Behind Hotel Novotel,
Opposite Hyatt Hotel, Pune Nagar Road, Pune-411014
Tel No.: +91 20 3056 2200
Contact Person: Neelam Pipada, Company Secretary and Compliance Officer
Email: compliance.officer@vascon.com ; Website: www.vascon.com
CIN: L70100PN1986PLC175750

ATTENDANCE SLIP

Folio No./DP and Client ID:	
No of shares	

I, hereby record my presence at the 41st Annual General Meeting of the Company to be held on Friday, 07th August, 2026 11:30 a.m. at MonacQ Hall, Royal Orchid Golden Suites, Golden Nest, Opp. Cerebrum IT Park, Kalyani Nagar, Pune-411014.

____________________________ _______________________________

Name of the Member/Proxy Signature of the Member/Proxy

(Block Letter)

Notes:

1. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
2. Members/ 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.
3. Members/ Proxy should bring his/her copy of the Annual Report for reference at the meeting

VASCON

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 : Friday, August 07, 2026 at 11:30 a.m.

Venue of the Meeting: MonacQ Hall, Royal Orchid Golden Suites, Golden Nest, Opp. Cerebrum IT Park, Kalyani Nagar Pune-411014

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 41st Annual General Meeting of the Company to be held on Friday, August 07, 2026 at 11:30 a.m.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 ____________________ or failing him

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

Affix Revenue Stamp

Signature of Member

___________________________ ______________________________ ______________________________

Signature of 1st Proxy holder | Signature of 2nd Proxy holder | Signature of 3rd Proxy holder

(Block Letter)

Sl No.	Resolutions	No. of shares held	For	Against	Abstain
1	To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2026, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of Auditors' thereon				
2	Re-appointment of Mr. Santosh Sundararajan (DIN: 00015229) as a Director, liable to retire by rotation				
3	Ratification of the remuneration of Cost Auditors for the financial year ending 31st March, 2027				
4	Re-appointment of Mr. Sankaramahalingam Balasubramanian (DIN: 06622735) as Non-Executive Independent Director				
5	Appointment of Mr. Divya Maneklal Shah (DIN: 11707687) as the Non-Executive Independent Director of the Company for a term of 5 years w.e.f. May 15, 2026 and continuation of holding of office of Non-Executive Independent Director on attaining the age of 75 years during the said term				
6	Approval of Related Party Transactions				

** 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:

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

Map: AGM Venue

MonacQ Hall, Royal Orchid Golden Suites, Golden Nest, Opp. Cerebrum IT Park, Kalyani Nagar, Pune-411014

Friday, 07th August, 2026 11: 30 a.m.