

**VALECHA ENGINEERING LIMITED**  
(AN ISO 9001 - 2008 COMPANY)



Ref: VEL/19-20/028

06<sup>th</sup> June, 2019

<b>BSE LIMITED</b> P. J. TOWERS, DALAL STREET, MUMBAI - 400 001	<b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
<b>SCRIP CODE 532389</b>	<b>VALECHENG</b>

Dear Sirs,

**Sub: Passing of Resolution through electronic and poll conducted at the Extra Ordinary General Meeting of Valecha Engineering Limited held on Tuesday, 04.06.2019**

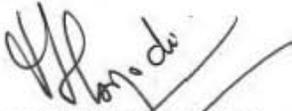
**Ref: Our Letter VEL/19-20/021 07<sup>th</sup> May, 2019**

With reference to the above subject matters, we enclose herewith M/s Ragini Chokshi & Co., Practicing Company Secretary, Scrutinizer's **COMBINED SCRUTINIZERS REPORT** dated 04<sup>th</sup> June, 2019 **FOR E-VOTING & POLL** of the Company conducted at the Extra Ordinary General Meeting of the Company held on Tuesday, 04.06.2019 at the Registered Office of the Company.

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
**For VALECHA ENGINEERING LIMITED**

  
**(VIJAYKUMAR MODI)**  
Company Secretary & Legal



Encl: as above



# Ragini Chokshi & Co.

Tel. : 022-2283 1120  
022-2283 1134

## Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.  
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com  
web: csraginichokshi.com

Date : \_\_\_\_\_

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman, Extra Ordinary General Meeting (EOGM) of the Equity Shareholders of **VALECHA ENGINEERING LIMITED**, held on Tuesday, 4<sup>th</sup> June 2019 at 10.30 am at Valecha Chambers, 4th Floor, Plot No. B-6, Andheri New Link Road, Andheri (West), Mumbai 400 053.

Dear Sir,

I, Ragini Chokshi Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34 Kamer Bldg, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of VALECHA ENGINEERING LIMITED (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll), voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice dated 2<sup>nd</sup> May, 2019 convening the EOGM of the Equity Shareholders of the Company held on Tuesday, 4<sup>th</sup> June 2019 at 10.30 am at Valecha Chambers, 4th Floor, Plot No. B-6, Andheri New Link Road, Andheri (West), Mumbai 400 053.

The Notice dated 2<sup>nd</sup> May, 2019 convening the EOGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the EOGM of the Equity Shareholders of the Company.

The Company had availed the remote e - voting facility offered by National Services Depository Limited (NSDL) for facilitating remote e-voting to the Shareholders of the Company. The Company



also provided voting by physical ballot (Poll) at the venue of the Extra Ordinary General Meeting to those members who attended the Extra Ordinary General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date on Tuesday, 28<sup>th</sup> May, 2019 were entitled to vote on the resolutions as contained in the Notice dated 2<sup>nd</sup> May, 2019 of EOGM of the Company.

The period for remote e-voting commenced on Saturday, 1<sup>st</sup> June, 2019 at 09:00 a.m. and ended on Monday, 3<sup>rd</sup> June, 2019 at 5:00 p.m.

After the end of the remote e-voting period i.e. 3<sup>rd</sup> June, 2019 at 5:00 p.m., I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no. and number of shares held by the member have been seen to ensure that these members do not vote again at the EOGM. However, the manner in which the votes were cast by the members were not available.

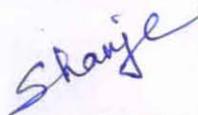
Further, the Chairman announced the voting through Physical Ballot (Poll) at the EOGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses mentioned below, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Ritika Mishra



Name: Supriya Hanje

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. TSR Darashaw Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



The votes cast through e-voting were unblocked after the Extra Ordinary General Meeting in the presence of two witnesses mentioned below, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.

*Ritika*

Name: Ritika Mishra

*Supriya*

Name: Supriya Hanje

We have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of NSDL and also the ballot forms received during the poll process at the Extra Ordinary General Meeting.

**Resolution No. 1: Special Resolution:**

**(a) Appointment of Statutory Auditor to fill casual Vacancy**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	29	69,85,721	99.7492
Physical Ballots	6	15,387	0.2197
Total	35	70,01,108	99.7513

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4	2,177	0.0311
Physical Ballots	0	0	0
Total	4	2,177	0.0311



(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0

**RESULTS:**

I report that the resolutions stated above stands approved by the Members of the Company with requisite majority.

The electronic data and all other relevant records relating to Remote E-voting and Physical Voting through Ballot Papers at the EOGM venue is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting.

Thanking You,

Yours faithfully,

Place: Mumbai  
Date: 04/06/2019

For Ragini Chokshi & Co.  
(Company Secretaries)



*R. K. Chokshi*  
Ragini Chokshi  
(Partner)  
Mem. No. F2390  
C.P. No. 1436

Counter Signed by  
For VALECHA ENGINEERING LIMITED

A handwritten signature in blue ink, appearing to read "Vijaykumar Himatlal Modi".

VIJAYKUMAR HIMATLAL MODI  
(COMPANY SECRETARY)  
(EXTRA ORDINARY GENERAL MEETING)

Date of Extra Ordinary General Meeting	04th June, 2019
Total number of shareholders on record date	14618
<b>Total number of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group	11
Public	19
<b>Total number of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group	Nil
Public	Nil

VALECHA ENGINEERING LIMITED									
Resolution (1)									
Resolution required: (Ordinary / Special)							SPECIAL		
Whether promoter/ promoter group are interested in the agenda/resolution?							NO		
APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	4076676	4053968	99.44	4053968	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		4053968	99.44	4053968	0	100.00	0.00
2	Public - Institutional holders	E-Voting	4627825	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Others	E-Voting	13825524	2933930	21.22	2931753	2177	99.93	0.07
		Poll		15387	0.11	15387	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		2949317	21.33	2947140	2177	99.93	0.07
Total	Total	E-Voting	22530025	6987898	31.02	6985721	2177	99.97	0.03
		Poll		15387	0.07	15387	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		7003285	31.08	7001108	2177	99.97	0.03

