

VALECHA ENGINEERING LIMITED
(AN ISO 9001 - 2008 COMPANY)



Ref: VEL/463

20th April, 2015

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla complex,
Bandra (E), Mumbai - 400 051.

K.A.: Mr. Hari K -Manager -Asst. Vice President / Ms. Veena Chandani.

Sub : Voting Results pursuant to Clause 35A of the Listing Agreement.

Dear Sir /Madam,

Pursuant to Clause 35A of the Listing , we submit the voting results of Postal Ballot for resolutions mentioned in the notice dated 13th March, 2015.

The agenda wise resolutions (Ordinary/Special) passed by E-voting and ballot poll are given in attached **Annexures**.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For **VALECHA ENGINEERING LIMITED**


KAVITA VALECHA SHARMA
COMPANY SECRETARY

Encl : as above

VALECHA ENGINEERING LIMITED
(AN ISO 9001 - 2008 COMPANY)



VALECHA ENGINEERING LIMITED

To approve Resolution for issue of equity shares on preferential basis

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 1								
	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $[3] = \frac{[2]}{[1]} * 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $[6] = \frac{[4]}{[2]} * 100$	% of Votes against on votes polled $[7] = \frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	8688504	8662514	99.70	8662514	0	100.00	0.00
2	Public - Institutional holders	1500334	699772	46.64	699772	0	100.00	0.00
3	Public-Others	9341187	132765	1.42	130353	2412	98.18	1.82
	Grand Totals	19530025	9495051	48.62	9492639	2412	99.97	0.03



VALECHA ENGINEERING LIMITED
(AN ISO 9001 - 2008 COMPANY)



VALECHA ENGINEERING LIMITED

To approve Resolution for giving loans/guarantees or providing securities and/or making investments by the Company

Details for reporting as per Clause 35A of listing agreement based on result of Poll

Resolution No 2

	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3] = [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6] = [(4)/(2)]*100	% of Votes against on votes polled [7] = [(5)/(2)]*100
		[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	8688504	8662514	99.70	8662514	0	100.00	0.00
2	Public - Institutional holders	1500334	699772	46.64	699772	0	100.00	0.00
3	Public-Others	9341187	132630	1.42	128259	4371	96.70	3.30
	Grand Totals	19530025	9494916	48.62	9490545	4371	99.95	0.05



Regd. Office: Valecha Chambers, 4th floor, Plot No. B-6, New Link Road, Andheri (W), Mumbai 400053, India

CIN - L74210MH1977PLC019535

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**SCRUTINEER REPORT ON POSTAL BALLOT**

The Chairman
Valecha Engineering Limited
"Valecha Chambers" 4th Floor, Plot No.B-6,
Andheri New Link Road, Andheri (West),
Mumbai - 400 053

Sub: Report on Postal Ballot for passing of Special Resolutions in terms of Notice dated 13 March, 2015 issued by Valecha Engineering Limited.

Dear Sir,

I, Devang Vyas, Practicing Company Secretary, being appointed as a Scrutinizer by the Board of Directors of Valecha Engineering Limited ("**the Company**") to report on the result of the voting through the Postal Ballot and Electronic mode under provisions of the Companies Act, 2013 ("**the Act**") in relation to the proposed Resolutions in the Postal Ballot Notice ("**the Notice**") dated 13 March, 2015; submit my report and state that:

- A. The Company has completed the dispatch of the Notice of Postal Ballot along with the Postal Ballot forms by 19 March, 2015.
- B. Total 86 (eighty six) envelopes containing Postal Ballot forms were received by TSR Darashaw Private Limited ("**TSR**"), the Registrar and Transfer Agent of the Company till 5.00 p.m. on 17 April, 2015 (till the closure of business hours).
- C. As per requirements of the Act, the particulars of all the Postal Ballot forms received from the members have been noted in a registers maintained for the purpose.
- D. No Postal Ballot form received after the close of working hours, i.e. 5:00 p.m. on Friday, the 17 April, 2015, the last date and time fixed by the Company has been considered by me.
- E. The Postal Ballot forms being incomplete, incorrect, unsigned or with any kind of deficiency were considered as invalid.



- F. I further report that the e-voting data and physical Postal Ballots were scrutinized by me for verification of votes cast in favor and against the resolutions. The signature verification process was also conducted by TSR.
- G. In terms of the requirements of the Act, the Postal Ballot forms and other related papers / registers and records will be handed over to the Company for safe custody of the same after signing of the Minutes of Postal Ballot process by the Chairman of the Company.
- H. The summary of the votes cast through the Postal Ballot and Electronic mode forms are given as below.

SUMMARY OF VOTES CAST:

(1) Resolution no. 1: Special Resolution

To approve issue of up to 30,00,000 (Thirty Lakhs) equity shares of the Company on preferential basis in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 .

(a) Physical mode:

Particulars	No. of Postal Ballot forms	No. of shares / votes	% of votes
Total Postal ballot forms received	*85	8,38,883	100
Less: Invalid ballot forms	*14	4,305	0.51
Total valid Postal ballot forms	71	8,34,578	100
Postal ballot forms giving Assent	70	8,32,553	99.76
postal ballot forms giving Dissent	1	2,025	0.24

* Out of total 86 ballot forms received, 1 ballot form, having serial no. 37 has been treated as invalid due to casting both by e-voting and physical mode. It has been included in e-voting.

(b) Electronic mode:

Particulars	No. of Postal Ballot forms	No. of shares / votes	% of votes
Total e-voting done	60	86,60,473	100
Less: Invalid	0	0	0
Total valid e-voting	60	86,60,473	100
e-voting giving Assent	54	86,60,086	100
e-voting giving Dissent	6	387	0.00



(c) Combined physical and electronic votes cast for Resolution no. 1:

Particulars	No. of Postal Ballot forms	No. of shares / votes	% of votes
Total voting done	145	94,99,356	100
Less: Invalid	14	4,305	0.05
Total valid voting	131	94,95,051	100
Total votes in favor of the resolution	124	94,92,639	99.97
Total votes against the resolution	7	2,412	0.03

(2) Resolution no. 2: - Special resolution

To approve to give Loans/Guarantees or providing securities and/or making investments by the Company.

(a) Physical mode:

Particulars	No. of Postal Ballot forms	No. of shares / votes	% of votes
Total Postal ballot forms received	*85	8,38,883	100
Less: Invalid ballot forms	*14	4,305	0.51
Total valid Postal ballot forms	71	8,34,578	100
Postal ballot forms giving Assent	68	8,31,616	95.77
postal ballot forms giving Dissent	3	2,962	4.23

* Out of total 86 ballot forms received, 1 ballot form, having serial no. 37 has been treated as invalid due to casting both by e-voting and physical mode. It has been included in e-voting.

(b) Electronic mode:

Particulars	No. of Postal Ballot forms	No. of shares / votes	% of votes
Total e-voting done	59	86,60,338	100
Less: Invalid	0	0	0
Total valid e-voting	59	86,60,338	100
e-voting giving Assent	52	86,58,929	99.98
e-voting giving Dissent	7	1,409	0.02



(c) Combined physical and electronic votes cast for Resolution no. 2:

Particulars	No. of Postal Ballot forms	No. of shares / votes	% of votes
Total voting done	144	94,99,221	100
Less: Invalid	14	4,305	0.05
Total valid voting	130	94,94,916	100
Total votes in favor of the resolution	120	94,90,545	99.95
Total votes against the resolution	10	4,371	0.05

I. Based on the foregoing, the resolution no. 1 & 2 deemed to have been passed with the requisite majority since more than three-fourth of the votes being casted in favor of the resolutions.

J. You may accordingly declare result of the voting.

Thanking you,

Yours faithfully,

Scrutinizer

Devang Vyas

Devang Vyas

Practicing Company Secretary

D. J. Vyas & Associates Proprietor

Membership No: FCS 2874

Certificate of Practice No: 1775



Place: Mumbai

Date: 20 April, 2015