

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



Ref: VEL/682

1<sup>st</sup> October, 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 : Disclosure of Voting Results pursuant to Clause 35A of the Listing Agreement.***

Dear Sir /Madam,

With reference to the above, we wish to inform that the Thirty Eighth Annual General Meeting (AGM) of the Company was held on Wednesday, 30<sup>th</sup> September, 2015 at 4.00 p.m. at Sunville Banquet Hall, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Pursuant to Clause 35A of the Listing , we submit the voting results at the Thirty Eighth Annual General Meeting of the Company held on Wednesday, 30<sup>th</sup> September, 2015 at 4.00 p.m. at Sunville Banquet Hall, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018. The mode of voting was E-voting and poll at the AGM:

|                                                                                                                                                                         |   |                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------------------------------|
| Date of AGM                                                                                                                                                             | : | 30 <sup>th</sup> September, 2015 |
| Total number of shareholders on Cut -off date 23.09.2015<br>Book Closure: 24 <sup>th</sup> September, 2015 to 30 <sup>th</sup> September, 2015<br>(both days inclusive) | : | 12483                            |
| No. of shareholders present at the meeting either in person or<br>through proxy:-                                                                                       |   |                                  |
| Promoters and Promoter Group                                                                                                                                            | : | 20                               |
| Public                                                                                                                                                                  | : | 27                               |
| No. of shareholders present at the meeting through video<br>Conferencing:-                                                                                              |   |                                  |
| Promoters and Promoter Group                                                                                                                                            | : | Nil                              |
| Public                                                                                                                                                                  | : | Nil                              |



In terms of Clause 31 (d) of the Listing Agreement, we wish to inform you that all the following resolutions as mentioned in the Notice convening the said meeting, were passed with requisite majority.

**AGENDA WISE:**

| <b><u>Item No.</u></b> | <b><u>Resolutions</u></b>                                                                                                 |
|------------------------|---------------------------------------------------------------------------------------------------------------------------|
| 1.                     | Adoption of Annual Accounts and Reports thereon for the year ended 31 <sup>st</sup> March, 2015.                          |
| 2.                     | Reappointment of Mr. Umesh Valecha (DIN: 00012991), who retires by rotation.                                              |
| 3.                     | Appointment of Auditors.                                                                                                  |
| 4.                     | Appointment of Mr. Jagdish K Valecha (DIN:00013070) as Managing Director - cum-Vice -Chairman of the company              |
| 5.                     | Ratification of remuneration of Mr. Jagdish Valecha (DIN:00013070) as Managing Director-cum-Vice-Chairman of the company. |
| 6.                     | Re-appointment of Mr. Dinesh H. Valecha (DIN:00012945) as Whole Time- Director of the company.                            |
| 7.                     | Ratification of remuneration of Mr. Dinesh H. Valecha (DIN:00012945) as Whole Time- Director of the company.              |
| 8.                     | Re-appointment of Mr. Umesh H. Valecha (DIN:00012991) as Whole Time- Director of the Company.                             |
| 9.                     | Ratification of remuneration of Mr. Umesh H. Valecha (DIN:00012991) as Whole Time- Director of the company.               |
| 10.                    | Fix the remuneration of Cost Auditor for the Financial year 2015-2016.                                                    |

The Scrutinizers Report on the combined results is enclosed.

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



**SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING**

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the Listing Agreement with Stock Exchanges]

1 October, 2015

The Chairman  
Valecha Engineering Limited  
"Valecha Chambers" 4th Floor, Plot No.B-6,  
Andheri New Link Road,  
Andheri (West)  
Mumbai – 400053

**Sub: Consolidated Report on Members' voting through remote e-voting and voting through Poll at the 38<sup>th</sup> Annual General Meeting of the Company.**

Dear Sir,

The Board of Directors of Valecha Engineering Limited ("**the Company**") at its meeting held on 17 August, 2015 appointed me as the Scrutinizer in pursuance of section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("**the Rules**") to scrutinize the voting conducted through the remote e-voting and voting at the meeting on all resolutions set out in the Notice convening the Thirty Eighth Annual General Meeting ("**AGM**") of the Company, which was duly held on 30 September, 2015.

Members of the Company were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced at 9.00 a.m. on the 27 September, 2015 and ended at 5.00 p.m. on the 29 September, 2015. Some members of the Company voted through e-voting during the voting period.

Members attending the AGM who did not cast their votes through remote e-voting were invited by the Chairman to cast their votes at the Meeting through Poll on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the Rules. Accordingly, some members casted votes through Poll conducted at AGM.

Upon conclusion of the Poll conducted by the Chairman, the Poll boxes wherein the members had dropped their Poll papers were opened by me in presence of two witnesses not in employment of the Company. The Poll papers were diligently scrutinized by me and reconciled with the records maintained by TSR Darashaw Limited, the Registrar and Transfer agents of the Company. In case of votes received through Poll at the AGM as well as through remote e-voting for the same shareholding from any Member, the votes received through remote e-voting from such Member were considered and the votes received through Poll were considered invalid.



(Page 1 of 7)

In pursuance of sub-rule 4(xii) of Rule 20 of the Rules; immediately after the conclusion of voting at the AGM, I first counted the votes casted through Poll and thereafter unblocked the votes casted through e-voting in the presence of two witnesses who are not in the employment of the Company. The witnesses' confirmation in this context is submitted herein along with this Report.

The consolidated result of total votes cast, whether in favour or against, in accordance with rule 4(xii) of Rule 20 of the Rules is annexed to this Report.

We request you to acknowledge receipt of this report.

For D. J. Vyas & Associates  
Company Secretaries



Devang J Vyas  
Membership No.: FCS 2874  
Certificate of Practice No.: 1775

WITNESSES' CONFIRMATION

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through Poll and e-voting by members of Valehca Engineering Limited ("the Company") on all resolutions set out in the Notice convening the 38<sup>th</sup> AGM of Company, which was held on 30 September, 2015 at 4:00 p.m. at the Sunville Banquet Hall, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018; we, Ravi Sah (residing at 6, 1<sup>st</sup> Floor, Sai Prasad Apt, Kasheli, Bhiwandi Road, Thane - 421302) and Gaurav Waghela (residing at Room no. 10, Jeetnarayan Singh Chawl, Ambawadi, Dahisar (East), Mumbai - 400068) hereby confirm our witnessing the following-

- a) after completion of the voting process through Poll at the above mentioned AGM, the Polling Box wherein the members of the Company have dropped their Poll papers was opened by Mr. Devang J Vyas in our presence; and
- b) after completion of voting by members through Poll, Mr. Devang J Vyas un-blocked the votes that the members of the Company have casted through e-voting.

We further state that we are not in the employment of the Company.

Witness 1:



Ravi Sah  
M. Com., ACS

Witness 2:



Gaurav Waghela  
B. Com.

Date: 1 October, 2015

Place: Mumbai



### Annexure

(In accordance with sub-rule 4(xii) of rule 20 of Companies (Management and Administration) Rules, 2014)

Consolidated Report of the votes cast by the members of Valecha Engineering Limited on resolutions that were proposed for consideration before the Thirty Eighth Annual General Meeting (AGM), which was held on Wednesday, the 30 September, 2015 at 4:00 p.m. at Sunville Banquet Hall, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

| Resolution Number | Brief description about Resolution                                                                                                                    | Whether Ordinary or Special? | Members' Category              | Number of Equity shares held each of Rs. 10 fully paid-up | Number of votes cast | % of votes cast to total shares held | Votes cast in favour |            | Votes cast not in favour |          |
|-------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|--------------------------------|-----------------------------------------------------------|----------------------|--------------------------------------|----------------------|------------|--------------------------|----------|
|                   |                                                                                                                                                       |                              |                                |                                                           |                      |                                      | Number               | %          | Number                   | %        |
| 1.                | Adoption of Annual Accounts and Reports thereon for the year ended 31st March, 2015.                                                                  | Ordinary                     | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100        | 0                        | 0        |
|                   |                                                                                                                                                       |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100        | 0                        | 0        |
|                   |                                                                                                                                                       |                              | Public - Others                | 95,47,100                                                 | 90,806               | 0.95                                 | 90,805               | 100        | 1                        | 0        |
|                   |                                                                                                                                                       |                              | <b>Total</b>                   | <b>2,25,30,025</b>                                        | <b>90,31,479</b>     | <b>40.09</b>                         | <b>90,31,478</b>     | <b>100</b> | <b>1</b>                 | <b>0</b> |
| 2.                | To appoint a Director in place of Mr. Umesh H. Valecha (DIN:00012991), who retires by rotation and, being eligible, offer himself for re-appointment. | Ordinary                     | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100        | 0                        | 0        |
|                   |                                                                                                                                                       |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100        | 0                        | 0        |
|                   |                                                                                                                                                       |                              | Public - Others                | 95,47,100                                                 | 90,806               | 0.95                                 | 90,805               | 100        | 1                        | 0        |
|                   |                                                                                                                                                       |                              | <b>Total</b>                   | <b>2,25,30,025</b>                                        | <b>90,31,479</b>     | <b>40.09</b>                         | <b>90,31,478</b>     | <b>100</b> | <b>1</b>                 | <b>0</b> |
| 3.                | To appoint Auditors and to fix their remuneration.                                                                                                    | Ordinary                     | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100        | 0                        | 0        |
|                   |                                                                                                                                                       |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100        | 0                        | 0        |



| Resolution Number | Brief description about Resolution                                                                        | Whether Ordinary or Special? | Members' Category              | Number of Equity shares held each of Rs. 10 fully paid-up | Number of votes cast | % of votes cast to total shares held | Votes cast in favour |            | Votes cast not in favour |          |
|-------------------|-----------------------------------------------------------------------------------------------------------|------------------------------|--------------------------------|-----------------------------------------------------------|----------------------|--------------------------------------|----------------------|------------|--------------------------|----------|
|                   |                                                                                                           |                              |                                |                                                           |                      |                                      | Number               | %          | Number                   | %        |
|                   |                                                                                                           |                              | Public - Others                | 95,47,100                                                 | 90,806               | 0.95                                 | 90,805               | 100        | 1                        | 0        |
|                   |                                                                                                           |                              | <b>Total</b>                   | <b>2,25,30,025</b>                                        | <b>90,31,479</b>     | <b>40.09</b>                         | <b>90,31,478</b>     | <b>100</b> | <b>1</b>                 | <b>0</b> |
| 4.                | To appoint Mr. Jagdish K. Valecha (00013070) as Managing Director-Cum-Vice -Chairman.                     | Ordinary                     | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100        | 0                        | 0        |
|                   |                                                                                                           |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100        | 0                        | 0        |
|                   |                                                                                                           |                              | Public - Others                | 95,47,100                                                 | 90,806               | 0.95                                 | 90,805               | 100        | 1                        | 0        |
|                   |                                                                                                           |                              | <b>Total</b>                   | <b>2,25,30,025</b>                                        | <b>90,31,479</b>     | <b>40.09</b>                         | <b>90,31,478</b>     | <b>100</b> | <b>1</b>                 | <b>0</b> |
| 5.                | Ratification of remuneration of Mr. Jagdish K. Valecha (00013070) as Managing Director-cum-Vice-Chairman. | Special                      | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100        | 0                        | 0        |
|                   |                                                                                                           |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100        | 0                        | 0        |
|                   |                                                                                                           |                              | Public - Others                | 95,47,100                                                 | 90,806               | 0.95                                 | 90,805               | 100        | 1                        | 0        |
|                   |                                                                                                           |                              | <b>Total</b>                   | <b>2,25,30,025</b>                                        | <b>90,31,479</b>     | <b>40.09</b>                         | <b>90,31,478</b>     | <b>100</b> | <b>1</b>                 | <b>0</b> |
| 6.                | To appoint Mr. Dinesh H. Valecha (00012945) as Whole-Time Director.                                       | Ordinary                     | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100        | 0                        |          |
|                   |                                                                                                           |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100        | 0                        |          |
|                   |                                                                                                           |                              | Public - Others                | 95,47,100                                                 | 90,806               | 0.95                                 | 90,745               | 99.93      | 61                       | 0.07     |



| Resolution Number | Brief description about Resolution                                                       | Whether Ordinary or Special? | Members' Category              | Number of Equity shares held each of Rs. 10 fully paid-up | Number of votes cast | % of votes cast to total shares held | Votes cast in favour |        | Votes cast not in favour |      |
|-------------------|------------------------------------------------------------------------------------------|------------------------------|--------------------------------|-----------------------------------------------------------|----------------------|--------------------------------------|----------------------|--------|--------------------------|------|
|                   |                                                                                          |                              |                                |                                                           |                      |                                      | Number               | %      | Number                   | %    |
|                   |                                                                                          |                              | Total                          | 2,25,30,025                                               | 90,31,479            | 40.09                                | 90,31,418            | 100    | 61                       | 0    |
| 7.                | Ratification of remuneration of Mr. Dinesh H. Valecha (00012945) as Whole-Time-Director. | Special                      | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100.00 | 0                        | 0.00 |
|                   |                                                                                          |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100.00 | 0                        | 0.00 |
|                   |                                                                                          |                              | Public - Others                | 95,47,100                                                 | 90,806               | 0.95                                 | 90,480               | 99.64  | 326                      | 0.36 |
|                   |                                                                                          |                              | Total                          | 2,25,30,025                                               | 90,31,479            | 40.09                                | 90,31,153            | 100.00 | 326                      | 0.00 |
| 8.                | To appoint Mr. Umesh H. Valecha (00012991) as Whole-Time -Director.                      | Ordinary                     | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100.00 | 0                        | 0.00 |
|                   |                                                                                          |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100.00 | 0                        | 0.00 |
|                   |                                                                                          |                              | Public - Others                | 95,47,100                                                 | 90,806               | 0.95                                 | 90,745               | 99.93  | 61                       | 0.07 |
|                   |                                                                                          |                              | Total                          | 2,25,30,025                                               | 90,31,479            | 40.09                                | 90,31,418            | 100.00 | 61                       | 0.00 |
| 9.                | Ratification of remuneration of Mr. Umesh H. Valecha (00012991) as Whole-Time-Director   | Special                      | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100.00 | 0                        | 0.00 |
|                   |                                                                                          |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100.00 | 0                        | 0.00 |
|                   |                                                                                          |                              | Public - Others                | 95,47,100                                                 | 90,420               | 0.95                                 | 90,120               | 99.67  | 300                      | 0.33 |
|                   |                                                                                          |                              | Total                          | 2,25,30,025                                               | 90,31,093            | 40.08                                | 90,30,793            | 100.00 | 300                      | 0.00 |



| Resolution Number | Brief description about Resolution                                  | Whether Ordinary or Special? | Members' Category              | Number of Equity shares held each of Rs. 10 fully paid-up | Number of votes cast | % of votes cast to total shares held | Votes cast in favour |               | Votes cast not in favour |             |
|-------------------|---------------------------------------------------------------------|------------------------------|--------------------------------|-----------------------------------------------------------|----------------------|--------------------------------------|----------------------|---------------|--------------------------|-------------|
|                   |                                                                     |                              |                                |                                                           |                      |                                      | Number               | %             | Number                   | %           |
| 10.               | To fix remuneration of Cost Auditor for the financial year 2015-16. | Ordinary                     | Promoter and Promoters' Group  | 83,12,100                                                 | 82,40,901            | 99.14                                | 82,40,901            | 100.00        | 0                        | 0.00        |
|                   |                                                                     |                              | Public - Institutional Holders | 46,70,825                                                 | 6,99,772             | 14.98                                | 6,99,772             | 100.00        | 0                        | 0.00        |
|                   |                                                                     |                              | Public - Others                | 95,47,100                                                 | 90,420               | 0.95                                 | 90,420               | 100.00        | 0                        | 0.00        |
|                   |                                                                     |                              | <b>Total</b>                   | <b>2,25,30,025</b>                                        | <b>90,31,093</b>     | <b>40.08</b>                         | <b>90,31,093</b>     | <b>100.00</b> | <b>0</b>                 | <b>0.00</b> |

For D. J. Vyas & Associates  
Company Secretaries

*Devang J Vyas*

Devang J Vyas  
Membership No.: FCS 2874  
Certificate of Practice No.: 1775

