



VALECHA ENGINEERING LIMITED

(AN ISO 9001 - 2008 COMPANY)

VALECHA
REDEFINING INFRASTRUCTURE

Ref: VEL/980

1st December, 2016

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

Sub: To consider, discuss and approve, a draft scheme of compromise and arrangement proposed to be entered into by the Company with its fixed deposit holders subject to approval of SEBI, stock exchanges and the shareholders at the ensuing annual general meeting and the fixed deposit holders at the court convened meeting under section 391 - 394 of the Companies Act, 1956 and to give necessary authorization in that respect.

Ref: VEL/956/ dated 05.11.2016.

Ref: VEL/964 dated 19.11.2016.

The Board on November 5, 2016 proposed to re-organise the outstanding fixed deposits of the Company by conversion of fixed deposits into equity shares or other securities to address the concerns of the fixed deposit holders.

The Board has today decided to consider a scheme of arrangement with the fixed deposit holders of the Company u/s. 391-394 of the Companies Act, 1956 for conversion of outstanding fixed deposits into equity shares or any other securities of the Company, subject to approval (s)/consent (s)/sanction (s) and permission (s) from Ministry of Corporate Affairs, SEBI, equity shareholders, specified fixed deposit holders and the lenders, if any.

The Board directed the management to complete the requisite documentation necessary to give effect to the above decision as also the procedures thereafter.

The process for preparation of documentation for the proposal will be completed in or about four weeks' time.

Please take note of the same.

Thanking you,

Yours faithfully

For VALECHA ENGINEERING LIMITED

(VIJAYKUMAR MODI)

Company Secretary & Legal