

Ref: VEL/1018

3rd January, 2017

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051.

VALECHAENG

Kind Attn : Mr. Kautuk Upadhyay - Manager.

Dear Sirs,

Sub: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Results of 39th Annual General Meeting held on 28th December, 2016.

With reference to your mail dated 2nd January, 2017 and Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements), we enclose herewith voting results of the 39th Annual General Meeting (AGM) held on 28th December, 2016 along with consolidated scrutinizers Report. All 6 resolutions as set out in the notice convening the AGM were approved by requisite majority,

As desired by you, vide your letter dated 2nd January, 2017 received by us on 2nd January, 2017, we attach herewith Scrutinizers Report in PRESCRIBED format.

Please take the documents on records.

Thanking you,

Yours faithfully,

For VALECHA ENGINEERING LIMITED



(VIJAYKUMAR MODI)
Company Secretary & Legal

Encl : as above.

Ref:VEL/

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

CIN - L74210MH1977PLC019535

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T: + 91-22-26733625 - 29, 26733238, 26733587 F: + 91-22-26733945 E: ho@valecha.in W: www.valechoeng.com

VALECHA ENGINEERING LIMITED

Date of Annual General Meeting	28-December, 2016
Total number of shareholders on record date	14941
Total number of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	11
Public	29
Total number of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	Nil
Public	Nil

VALECHA ENGINEERING LIMITED

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 together with the Report of the Directors and Auditors thereon

Whether promoter/ promoter group are interested in the agenda/resolution?

Resolution No 1

	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]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	E-Voting	7005180	6996394	99.87	6996394	0	100.00	0.00
		Poll	7005180	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	7005180	0	0.00	0	0	0.00	0.00
		Total	7005180	6996394	99.87	6996394	0	100.00	0.00
2	Public - Institutional holders	E-Voting	4602501	3892537	84.57	3892537	0	100.00	0.00
		Poll	4602501	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	4602501	0	0.00	0	0	0.00	0.00
		Total	4602501	3892537	84.57	3892537	0	100.00	0.00
3	Public-Others	E-Voting	10922344	786404	7.20	56002	730402	7.12	92.88
		Poll	10922344	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	10922344	0	0.00	0	0	0.00	0.00
		Total	10922344	786892	7.20	56490	730402	7.18	92.82
	Total	E-Voting	22530025	11675335	51.82	10944933	730402	93.74	6.26
		Poll	22530025	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	22530025	0	0.00	0	0	0.00	0.00
		Total	22530025	11675823	51.82	10945421	730402	93.74	6.26



VALECHA ENGINEERING LIMITED

To appoint a Director in place of Mr. Arvind Thakkar (DIN: 02208108) liable to retire by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution?

Resolution No 2

	Promoter/Public	Mode of Voting	Total 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	E-Voting	7005180	6996394	99.87	6996394	0	100.00	0.00
		Poll	7005180	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	7005180	0	0.00	0	0	0.00	0.00
		Total	7005180	6996394	99.87	6996394	0	100.00	0.00
2	Public - Institutional holders	E-Voting	4602501	3892537	84.57	3892537	0	100.00	0.00
		Poll	4602501	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	4602501	0	0.00	0	0	0.00	0.00
		Total	4602501	3892537	84.57	3892537	0	100.00	0.00
3	Public-Others	E-Voting	10922344	786404	7.20	56002	730402	7.12	92.88
		Poll	10922344	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	10922344	0	0.00	0	0	0.00	0.00
		Total	10922344	786892	7.20	56490	730402	7.18	92.82
	Total	E-Voting	22530025	11675335	51.82	10944933	730402	93.74	6.26
		Poll	22530025	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	22530025	0	0.00	0	0	0.00	0.00
		Total	22530025	11675823	51.82	10945421	730402	93.74	6.26



VALECHA ENGINEERING LIMITED

To appoint Auditors and to fix their remuneration.

Whether promoter/ promoter group are interested in the agenda/resolution?

Resolution No 3

	Promoter/Public	Mode of Voting	Total 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]	[3]	[4]	[5]	[6]	[7]
1	Promoter and Promoter Group	E-Voting	7005180	6996394	99.87	6996394	0	100.00	0.00
		Poll	7005180	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	7005180	0	0.00	0	0	0.00	0.00
		Total	7005180	6996394	99.87	6996394	0	100.00	0.00
2	Public - Institutional holders	E-Voting	4602501	3892537	84.57	3892537	0	100.00	0.00
		Poll	4602501	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	4602501	0	0.00	0	0	0.00	0.00
		Total	4602501	3892537	84.57	3892537	0	100.00	0.00
3	Public-Others	E-Voting	10922344	786404	7.20	56002	730402	7.12	92.88
		Poll	10922344	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	10922344	0	0.00	0	0	0.00	0.00
		Total	10922344	786892	7.20	56490	730402	7.18	92.82
	Total	E-Voting	22530025	11675335	51.82	10944933	730402	93.74	6.26
		Poll	22530025	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	22530025	0	0.00	0	0	0.00	0.00
		Total	22530025	11675823	51.82	10945421	730402	93.74	6.26



VALECHA ENGINEERING LIMITED

Ordinary Resolution to appoint Mr. Kailas Chandore (DIN: 07644193) as Independent Director w.e.f. 27th September, 2016 for a term of 5 Years.

Whether promoter/ promoter group are interested in the agenda/resolution?

Resolution No 4

	Promoter/Public	Mode of Voting	Total 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	E-Voting	7005180	6996394	99.87	6996394	0	100.00	0.00
		Poll	7005180	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	7005180	0	0.00	0	0	0.00	0.00
		Total	7005180	6996394	99.87	6996394	0	100.00	0.00
2	Public - Institutional holders	E-Voting	4602501	3892537	84.57	3892537	0	100.00	0.00
		Poll	4602501	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	4602501	0	0.00	0	0	0.00	0.00
		Total	4602501	3892537	84.57	3892537	0	100.00	0.00
3	Public-Others	E-Voting	10922344	786404	7.20	56002	730402	7.12	92.88
		Poll	10922344	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	10922344	0	0.00	0	0	0.00	0.00
		Total	10922344	786892	7.20	56490	730402	7.18	92.82
	Total	E-Voting	22530025	11675335	51.82	10944933	730402	93.74	6.26
		Poll	22530025	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	22530025	0	0.00	0	0	0.00	0.00
		Total	22530025	11675823	51.82	10945421	730402	93.74	6.26



VALECHA ENGINEERING LIMITED

Ordinary Resolution to appoint Mrs. Ashmi Sheth (DIN: 07644493) as Independent Woman Director w.e.f. 27th September, 2016 for a term of 5 Years.

Whether promoter/ promoter group are interested in the agenda/resolution?

Resolution No 5

	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	7005180	6996394	99.87	6996394	0	100.00	0.00
		Poll	7005180	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	7005180	0	0.00	0	0	0.00	0.00
		Total	7005180	6996394	99.87	6996394	0	100.00	0.00
2	Public - Institutional holders	E-Voting	4602501	3892537	84.57	3892537	0	100.00	0.00
		Poll	4602501	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	4602501	0	0.00	0	0	0.00	0.00
		Total	4602501	3892537	84.57	3892537	0	100.00	0.00
3	Public-Others	E-Voting	10922344	786404	7.20	56002	730402	7.12	92.88
		Poll	10922344	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	10922344	0	0.00	0	0	0.00	0.00
		Total	10922344	786892	7.20	56490	730402	7.18	92.82
	Total	E-Voting	22530025	11675335	51.82	10944933	730402	93.74	6.26
		Poll	22530025	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	22530025	0	0.00	0	0	0.00	0.00
		Total	22530025	11675823	51.82	10945421	730402	93.74	6.26



VALECHA ENGINEERING LIMITED

Ordinary Resolution to fix remuneration of Cost Auditor for the Financial Year 2016-17.

Whether promoter/ promoter group are interested in the agenda/resolution?

Resolution No 6

	Promoter/Public	Mode of Voting	Total 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	E-Voting	7005180	6996394	99.87	6996394	0	100.00	0.00
		Poll	7005180	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	7005180	0	0.00	0	0	0.00	0.00
		Total	7005180	6996394	99.87	6996394	0	100.00	0.00
2	Public - Institutional holders	E-Voting	4602501	3892537	84.57	3892537	0	100.00	0.00
		Poll	4602501	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	4602501	0	0.00	0	0	0.00	0.00
		Total	4602501	3892537	84.57	3892537	0	100.00	0.00
3	Public-Others	E-Voting	10922344	786404	7.20	56002	730402	7.12	92.88
		Poll	10922344	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	10922344	0	0.00	0	0	0.00	0.00
		Total	10922344	786892	7.20	56490	730402	7.18	92.82
	Total	E-Voting	22530025	11675335	51.82	10944933	730402	93.74	6.26
		Poll	22530025	488	0.00	488	0	100.00	0.00
		Postal Ballot (if applicable)	22530025	0	0.00	0	0	0.00	0.00
		Total	22530025	11675823	51.82	10945421	730402	93.74	6.26





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 : 28/12/2016

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 39th Annual General Meeting (AGM) of the Equity Shareholders of **Valecha Engineering Limited**, held on Wednesday, 28th day of December, 2016 at 11.00 a.m at M. C. Ghia Hall, 2nd Floor, K.D. Marg, Kala Ghoda, Mumbai-400 001.

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, have been appointed as a Scrutinizer by the Board of Directors of Valecha Engineering Limited (the Company) for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) 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 of the 39th AGM of the Equity Shareholders of the Company held on Wednesday, 28th day of December, 2016 at 11.00 a.m. at M. C. Ghia Hall, 2nd Floor, K.D. Marg, Kala Ghoda, Mumbai-400 001.

The Notice dated 01st December, 2016 convening the AGM along with the statement setting out material facts under Section 102 of the 2013 Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at the 39th AGM of the Equity Shareholders of the Company.

The Company had availed the remote e - voting facility offered by National Securities Depository Limited (NSDL) for facilitating remote e-voting by the Shareholders of the Company. The Company also provided voting by physical ballot at the venue of the AGM to those members who attended the AGM and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 21st December, 2016 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company .

The period for remote e-voting commenced on Sunday 25th December, 2016 at 09.00 a.m. (IST) and ended on Tuesday, 27th December, 2016 at 5.00 p.m. (IST).

On 27th December, 2016, after the end of the Remote e-voting period, 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 could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced the poll at the AGM 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, Mr. Pradeep Dhuri (Residing at Subhash Nagagr, Building No. 2, Room No. 49, Chumbur- 071) and Mr. Suresh Mishra (Residing at Best Colony, Goregaoan (W)-62) 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: Pradeep Dhuri



Name: Suresh Mishra

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by 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 AGM in the presence of two witnesses, Mr. Pradeep Dhuri (Residing at Subhash Nagagr, Building No. 2, Room No. 49, Chumbur- 071) and Mr. Suresh Mishra (Residing at Best Colony, Goregaoan (W)-62) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Pradeep Dhuri



Name: Suresh Mishra



I 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 AGM.

The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:

Resolution No.1: Ordinary: Consider and adopt: (a) Audited Financial Statements and Reports thereon for the year ended March 31, 2016. (b) Audited Consolidated Financial Statements for the year ended March 31, 2016.

(i) Voted **in favour** 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	10944933	93.74
Physical Ballot	17	488	100.00
Total	46	10945421	93.74

(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	730402	6.26
Physical Ballot	NIL	NIL	0.00
Total	04	730402	6.26

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot*	01	13

*Reason for declaring Invalid : One share holder voted twice in physical voting.



Resolution No.2: Ordinary: Re-appointment of Mr. Arvind J. Thakkar (DIN: 02208108), Director of the Company, who retires by rotation.

(i) Voted **in favour** 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	10944933	93.74
Physical Ballot	17	488	100.00
Total	46	10945421	93.74

(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	730402	6.26
Physical Ballot	NIL	NIL	0.00
Total	04	730402	6.26

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot*	01	13

*Reason for declaring Invalid : One share holder voted twice in physical voting.



Resolution No.3: Ordinary Business:Ordinary Resolution: Re-appointment of M/s. D. M. Jani & Co. (Reg. no.:104747W), Chartered Accountants, as Statutory Auditors and to fix their remuneration.

(i) Voted **in favour** 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	10944933	93.74
Physical Ballot	17	488	100.00
Total	46	10945421	93.74

(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	730402	6.26
Physical Ballot	NIL	NIL	0.00
Total	04	730402	6.26

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot*	01	13

*Reason for declaring Invalid : One share holder voted twice in physical voting.



Resolution No.4: Special Business: Ordinary Resolution: Appointment of Mr. Kailas Chandore (DIN: 07644193) as an Independent Director w.e.f. 27th September, 2016 for a term of 5 Years.

(i) Voted **in favour** 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	10944933	93.74
Physical Ballot	17	488	100.00
Total	46	10945421	93.74

(i) 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	730402	6.26
Physical Ballot*	NIL	NIL	0.00
Total	04	730402	6.26

iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot	01	13

*Reason for declaring Invalid : One share holder voted twice in physical voting.



Resolution No.5: Special Business: Ordinary Resolution: Appointment of Mrs. Ashmi Sheth (DIN: 07644493) as an Independent Director, w.e.f. 27th September, 2016 for a term of 5 Years.

(i) Voted **in favour** 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	10944933	93.74
Physical Ballot	17	488	100.00
Total	46	10945421	93.74

(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	730402	6.26
Physical Ballot	NIL	NIL	0.00
Total	04	730402	6.26

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot*	01	13

*Reason for declaring Invalid : One share holder voted twice in physical voting.



Resolution No.6: Special Business: Ordinary Resolution: Ratification of remuneration payable to the Cost Auditors for the financial year 2016-2017.

(i) Voted **in favour** 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	10944933	93.74
Physical Ballot	17	488	100.00
Total	46	10945421	93.74

(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	730402	6.26
Physical Ballot	NIL	NIL	0.00
Total	04	730402	6.26

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-voting	NIL	NIL
Physical Ballot*	01	13

*Reason for declaring Invalid : One share holder voted twice in physical voting.



All the Resolutions at item nos. 1 to 6 have been passed with requisite majority.

The register, all other papers and relevant records relating to remote e-voting/physical ballot forms and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

Place: Mumbai

Date: December 28, 2016

FOR RAGINI CHOKSHI & CO.



R. K. Chokshi

RAGINI CHOKSHI

(Partner)

C.P. Number : 1436

Membership number: 2390

Countersigned by

For VALECHA ENGINEERING LIMITED

J. K. Valecha

J. K. Valecha
(Chairman of 39th AGM)