

31.03.2022

BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai - 400 001. Security Code No. : 532389	National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Security Symbol : VALECHAENG
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Dear Sir/Madam,

SUB: SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING AT THE 44TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 31ST MARCH, 2022 FOR THE FINANCIAL YEAR 2020-21

Pursuant to Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith gist of the proceedings of the 44th Annual General Meeting of the Members of the Company held on **Thursday, 31st March, 2022**.

In that regard, we are submitting the following for your information and records:

1. Summary of proceedings of the meeting of the Equity shareholders pursuant to Regulation 30, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting results in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The aforementioned documents have been made available on the Company's website <https://www.valecha.in>

We request you to take the same on record.

THANKING YOU,

YOURS FAITHFULLY

FOR VALECHA ENGINEERING LIMITED


(VIJAYKUMAR H MODI)
COMPANY SECRETARY & LEGAL



Ragini Chokshi & Co.

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

Tel. : 022-2283 1120
022-2283 1134

Date : 31/03/2022

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

To,
The Chairperson,
44th Annual General Meeting (AGM)
OF VALECHA ENGINEERING LIMITED
Held on Thursday, March 31, 2022 at 9.30 A.M
Dear Sir,

1. Appointment as Scrutinizer:

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Company., a Company Secretary Firm, having its registered office at 34, 5th Floor, Kamer Building, 38, Cawasji Patel Street, Fort, Mumbai 400001, have been appointed as the Scrutinizer by the Board of Directors of VALECHA ENGINEERING LIMITED (the "Company") for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the 44th Annual General Meeting ('AGM') carried out as per the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto, read with MCA General Circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 on the businesses contained in the Notice of the AGM of the Members of the Company, held on Thursday, March 31, 2022 at 9:30 am (IST) through Video Conferencing facility / Other Audio Visual Means ('VC / OAVM').



2. Our Responsibility

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the businesses set out in the Notice of the 44th AGM of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted in submitting a Consolidated Scrutinizer's Report on the voting on the resolutions set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited (NSDL), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.

3. Dispatch of Notice convening AGM

- i) Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs, advertisement was published on March 19, 2022 in Active Times, Mumbai (English Edition) and on March 19, 2022 in Mumbai Lakshadeep (Marathi Edition), both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.
- ii) The Company hosted the notice of AGM on its website namely www.valecha.in and also uploaded the same on the website of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com
- iii) The Company completed dispatch of Notice of AGM on Tuesday, March 9, 2022 by E-mail to Members who had registered their email addresses with the Company / Depositories.

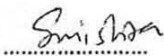
4. Cut-off date

Voting rights were reckoned as on Thursday, March 24th, 2022 being the cut-off date for deciding the entitlements of members for remote e-voting and e-voting during the AGM.

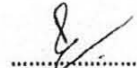
5. Remote e-voting process

- i) Agency: The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the platform for remote e-voting and e-voting during the AGM.
- ii) Remote e-voting period: The Remote e-voting remained open from 09:00 a.m. on Monday, March 28, 2022 and ended on Wednesday, March 30, 2022 at 5:00 p.m.

The votes cast were unblocked on March 31, 2022 after the conclusion of the AGM and was witnessed by two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same.



Name: Shirsahay Mishra



Name: Pradip Dhuri



iii) **Voting at the AGM:** After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by National Securities Depository Limited (NSDL).

The e-votes cast were unblocked on, March 31, 2022 after 15 minutes of conclusion of proceedings of AGM.

I hereby submit the Consolidated Scrutinizer's Report based on the results of remote e-voting and e-voting during the AGM based on the reports downloaded from the e-voting website of National Securities Depository Limited (NSDL) and relied upon by me as under:

CONSOLIDATED RESULTS

ORDINARY BUSINESS:

Item No 1: Ordinary Resolution

To consider and adopt:

- the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of Auditors thereon

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	48	9678565	2	10	50	9678575	99.987
Dissent	4	1240	0	0	4	1240	0.013
Total	52	9679805	2	10	54	9679815	100

Item No 2: Ordinary Resolution

To appoint a Director in place of Ms. Lalna Takekar (DIN: 08111805), who retires by rotation and being eligible, offers herself or the re-appointment.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	9678251	2	10	48	9678261	99.983
Dissent	6	1554	0	0	6	1554	0.017
Total	52	9679805	2	10	54	9679815	100



Special Business:

Item No 3: Ordinary Resolution

Regularization of Additional Director, Ms. Chetna Verma as a Non- Executive & Independent Director

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	9677546	2	10	48	9677556	99.997
Dissent	6	2259	0	0	6	2259	0.003
Total	52	9679805	2	10	54	9679815	100

Item No 4: Ordinary Resolution

Regularization of Additional Director, Ms. Bharti Ranga as a Non- Executive & Independent Director

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	9677546	2	10	48	9677556	99.976
Dissent	6	2259	0	0	6	2259	0.024
Total	52	9679805	2	10	54	9679815	100

Item No 5: Ordinary Resolution

Regularization of Additional Director, Mr. Achal Kapoor as a Non- Executive and Independent Director

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	45	9677251	2	10	47	9677261	99.973
Dissent	7	2554	0	0	7	2554	0.027
Total	52	9679805	2	10	54	9679815	100

Item No 6: Ordinary Resolution

To consider the ratification of payment of remuneration to the Cost Auditor pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and



the Companies (Audit and Auditors) Rules, 2014 the remuneration of Rs.1,00,000/- (Rupees One Lakh only) p.a.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	47	9678546	2	10	49	9678556	99.986
Dissent	5	1259	0	0	5	1259	0.014
Total	52	9679805	2	10	54	9679815	100

RESULTS:

The Electronic Records containing details of the Members, who voted "IN FAVOUR", or "AGAINST" for each resolution under remote e-Voting and e-voting at the AGM has been handed over to the Company Secretary for safe custody.

The above-mentioned resolutions are deemed to be passed with requisite majority as on the date of the 44th AGM of the Company i.e. Thursday, March 31, 2022.

Yours faithfully,
Thanking You,

Countersigned by
VALECHA ENGINEERING LIMITED

Vijay Kumar H. Vlodhi
Company Secretary & Legal

For RAGINI CHOKSHI & COMPANY



Ragini
Kamal
Chokshi

Digitally signed by
Ragini Kamal
Chokshi
Date: 2022.03.31
19:41:34 +05'30'

RAGINI CHOKSHI
(Partner)

Membership No:2390

C.P. Number: 1436

UDIN: F002390C003458810

Date: 31/03/2022

Place: Mumbai
Date:

Valecha Engineering Limited

1 - To consider and adopt:

(a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of the Board of Directors and Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of Auditors thereon.

Resolution Required : (Ordinary)

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		4003745	98.2212	4003745	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		4076252							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4003745	98.2212	4003745	0	100.0000	0.0000	0
Public Institutions	E-Voting		2699772	87.9060	2699772	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		3071202							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2699772	87.9060	2699772	0	100.0000	0.0000	0
Public Non Institutions	E-Voting		2976298	19.3485	2975058	1240	99.9583	0.0417	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		15382571							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2976298	19.3485	2975058	1240	99.9583	0.0417	0
Total		22530025	9679815	42.9641	9678575	1240	99.9872	0.0128	0

Valecha Engineering Limited

2 - To appoint a Director in place of Ms. Lalna Takekar (DIN: 08111805), who retires by rotation and being eligible, offers herself for the re-appointment.

Resolution Required : (Ordinary)

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		4003745	98.2212	4003745	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		4076252							
Public Institutions	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4003745	98.2212	4003745	0	100.0000	0.0000	0
	E-Voting		2699772	87.9060	2699772	0	100.0000	0.0000	0
Public Non Institutions	Poll		0	0.0000	0	0	0.0000	0.0000	0
		3071202							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	Total		2699772	87.9060	2699772	0	100.0000	0.0000	0
	E-Voting		2976298	19.3485	2974744	1554	99.9478	0.0522	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
Total		15382571							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2976298	19.3485	2974744	1554	99.9478	0.0522	0
Total		22530025	9679815	42.9641	9678261	1554	99.9839	0.0161	0

Valecha Engineering Limited

Resolution Required : (Ordinary)

3 - Regularization of Additional Director, Ms. Chetna Verma as a Non- Executive & Independent Director.

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		4003745	98.2212	4003745	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		4076252							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4003745	98.2212	4003745	0	100.0000	0.0000	0
Public Institutions	E-Voting		2699772	87.9060	2699772	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		3071202							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2699772	87.9060	2699772	0	100.0000	0.0000	0
Public Non Institutions	E-Voting		2976298	19.3485	2974039	2259	99.9241	0.0759	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		15382571							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2976298	19.3485	2974039	2259	99.9241	0.0759	0
Total		22530025	9679815	42.9641	9677556	2259	99.9767	0.0233	0

Valecha Engineering Limited

Resolution Required : (Ordinary)

4 - Regularization of Additional Director, Ms. Bharti Ranga as a Non- Executive & Independent Director.

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

Category	Mode of Voting	% of Votes Polled			% of Votes in			No. of votes Invalid [8]	
		No. of shares held [1]	No. of votes polled [2]	on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	favour on votes polled [6]={[4]/[2]}*100		% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		4003745	98.2212	4003745	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		4076252							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4003745	98.2212	4003745	0	100.0000	0.0000	0
Public Institutions	E-Voting		2699772	87.9060	2699772	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		3071202							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2699772	87.9060	2699772	0	100.0000	0.0000	0
Public Non Institutions	E-Voting		2976298	19.3485	2974039	2259	99.9241	0.0759	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		15382571							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2976298	19.3485	2974039	2259	99.9241	0.0759	0
Total		22530025	9679815	42.9641	9677556	2259	99.9767	0.0233	0

Valecha Engineering Limited

Resolution Required : (Ordinary)

5 - Regularization of Additional Director, Mr. Achal Kapoor as a Non- Executive and Independent Director.

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		4003745	98.2212	4003745	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		4076252							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4003745	98.2212	4003745	0	100.0000	0.0000	0
Public Institutions	E-Voting		2699772	87.9060	2699772	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		3071202							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2699772	87.9060	2699772	0	100.0000	0.0000	0
Public Non Institutions	E-Voting		2976298	19.3485	2973744	2554	99.9142	0.0858	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		15382571							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2976298	19.3485	2973744	2554	99.9142	0.0858	0
Total		22530025	9679815	42.9641	9677261	2554	99.9736	0.0264	0

Valecha Engineering Limited

Resolution Required : (Ordinary)

6 - To consider the ratification of payment of remuneration to the Cost Auditor for the year 2021-2022.

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		4003745	98.2212	4003745	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		4076252							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4003745	98.2212	4003745	0	100.0000	0.0000	0
Public Institutions	E-Voting		2699772	87.9060	2699772	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		3071202							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2699772	87.9060	2699772	0	100.0000	0.0000	0
Public Non Institutions	E-Voting		2976298	19.3485	2975039	1259	99.9577	0.0423	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		15382571							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2976298	19.3485	2975039	1259	99.9577	0.0423	0
Total		22530025	9679815	42.9641	9678556	1259	99.9870	0.0130	0