

Under Insolvency Resolution Process

Ref: VEL/2023-24

28.09.2023

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 Sir/Madam,

SUB: SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING AT THE 46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY, 28TH SEPTEMBER, 2023 FOR THE FINANCIAL YEAR 2022-23

With reference to the above subject matters, we enclose herewith M/S Ragini Chokshi & Co., Practicing Company Secretary, Scrutinizer's **COMBINED SCRUTINIZERS REPORT** dated **28.09.2023** for remote e-voting and voting through electronic voting system conducted during the **46th Annual General Meeting of the Company held on Thursday, 28th September, 2023 at 10:30 AM (IST)** through Video Conferencing (VC)/other Audio Visual Means (OAVM).

We request you to take the same on record.

Thanking You,

Yours Faithfully,

For **Valecha Engineering Limited**

Under Corporate Insolvency Resolution Process



(Vijaykumar H Modi)

Company Secretary & Legal



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 : 28/09/2023

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,
46th Annual General Meeting (AGM)
Of VALECHA ENGINEERING LIMITED
Held on Thursday, September 28, 2023 at 10:30A.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 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, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 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, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 on the businesses contained in the Notice of the AGM of the Members of the Company, held on Thursday, September 28, 2023 at 10:30A.M. (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 46thAGM 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, 02/2021, 21/2021, 02/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs, advertisement was published on Friday, September 15, 2023 in Active Times (English Edition) and 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 Monday, September 04, 2023 by E-mail to Members who had registered their email addresses with the Company / Depositories.

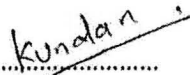
4. Cut-off date

Voting rights were reckoned as on Wednesday, September 20, 2023 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, September 25, 2023 and ended on Wednesday, September 27, 2023 at 5:00 p.m.

The votes cast were unblocked on September 28, 2023 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: Kundan Thakur


Name: Durvesh Padte

- 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, September 28, 2023 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

Adoption of Financial Statements

To consider and adopt:

a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 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, 2023 and the Report of Auditors thereon.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	42	2949407	1	44	43	2949451	99.94%
Dissent	5	1850	0	0	5	1850	0.06%
Total	47	2951257	1	44	48	2951301	100.00%

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	2951301	100.00%
Assented to Resolution	2949451	99.94%
Dissented to Resolution	1850	0.06%

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 for the re-appointment.

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	41	2949382	1	44	42	2949426	99.94%
Dissent	6	1875	-	-	6	1875	0.06%
Total	47	2951257	1	44	48	2951301	100.00%



SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	2951301	100.00%
Assented to Resolution	2949426	99.94%
Dissented to Resolution	1875	0.06%

Item No 3: Special Resolution

Renewal of appointment of Ms. Swati Jain as a Non- Executive & Independent Director for a period of 1 year

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	41	2949382	1	44	42	2949426	99.94%
Dissent	6	1875	-	-	6	1875	0.06%
Total	47	2951257	1	44	48	2951301	100.00%

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	2951301	100.00%
Assented to Resolution	2949426	99.94%
Dissented to Resolution	1875	0.06%

Item No 4: Ordinary Resolution

To consider the ratification of payment of remuneration to the Cost Auditor

Particulars	Remote E-Voting		E-Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	42	2949407	1	44	43	2949451	99.94%
Dissent	5	1850	-	-	5	1850	0.06%
Total	47	2951257	1	44	48	2951301	100.00%



SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	2951301	100.00%
Assented to Resolution	2949451	99.94%
Dissented to Resolution	1850	0.06%

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 46th AGM of the Company i.e. Thursday, September 28, 2023.

Yours faithfully,

Thanking You,

Date: 28/09/2023

Place: Mumbai

Countersigned by
VALECHA ENGINEERING LIMITED

Under Corporate Insolvency Resolution
Process


(Vijaykumar H Modi)
Company Secretary & Legal



For RAGINI CHOKSHI & COMPANY

(Company Secretaries)

Ragini
Kamal
Chokshi

Digitally signed
by Ragini Kamal
Chokshi
Date: 2023.09.28
15:24:57+05'30'

RAGINI CHOKSHI
(Partner)
Membership No: 2390
C.P. Number: 1436
UDIN: F002390E001111795

Date: 28/09/2023