

VALECHA ENGINEERING LIMITED

(AN ISO 9001 - 2015 COMPANY)



Ref: VEL/2024-25

30.12.2024

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 NOTICE OF 47TH A G M (AGM) OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24 & BOOK CLOSURE & E VOTING OUTCOME PROCEEDINGS AND VOTING RESULTS OF 47TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 30 AND 44(3) OF THE SEBI (LODR) REGULATIONS, 2015

REF: Our letter dated 05.12.2024

The 47th Annual General Meeting (AGM) of VALECHA ENGINEERING LIMITED was held physically on 27th December 2024 at the Registered Office of the Company 32 Members had attended the 47th AGM physically The Meeting commenced at 3.30 p.m. and concluded at .06.00 p.m.

The Company had provided Remote e-voting facility to its Members through Big Share Services Private limited .The Remote e-voting had commenced on **24 December , 2024 (9.00 a.m. IST) and ended on 26 December , 2024 (5.00 p.m. IST)**. Voting was also kept open by the Company during the conduct of the AGM.

The result of the Remote e-voting (including -voting conducted during the AGM) and Scrutinizers Report on e-voting is attached herein below and shall be displayed on the website of the Company as required.

We request you to kindly take the same on your record.

Kindly take the same on records.

Thanking You,
Yours Faithfully,

FOR VALECHA ENGINEERING LIMITED

**Vijaykumar
Himatlal Modi**

Digitally signed by Vijaykumar Himatlal Modi
DN: c=IN, o=Personal, title=0205,
pseudonym=sN65wSsrVnBnBjWpGjghKGSmHjRZfxS,
2.5.4.20=2454943045F183382a6e98bb0b190225128779d7b664fcd7
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serialNumber=2777183c1ee04e5f750e5da42247150326e4b49f87
20fd3857617e81a12a9, cn=Vijaykumar Himatlal Modi
Date: 2024.12.30 12:35:23 +05'30

**(VIJAYKUMAR H MODI)
COMPANY SECRETARY & LEGAL**

Encl: as above

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

Tel.: + 91-22-42633200 Email: ho@valecha.in Website: www.valecha.in

CIN - L74210MH1977PLC019535



Ragini Chokshi & Co.
Company Secretaries

Tel. : 022-2283 1120
022-2283 1134

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

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,
47th Annual General Meeting (AGM)
Of **VALECHA ENGINEERING LIMITED**
Held on Friday, December 27, 2024 at 03:30 P.M.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm having its registered office at 34 Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of **VALECHA ENGINEERING LIMITED** ("the Company") for the purpose of:

(i) Scrutinizing the remote e-voting process 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 voting by show of hands process under the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder, 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/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, conducted for passing the Resolutions contained in the Notice convening the 47th Annual General Meeting of the Equity Shareholders of the Company held on , December 27, 2024 at 03:30 P.M. at Valecha Chambers, New Link Road, Andheri West, Mumbai - 400 053, Maharashtra.

The Notice dated November 19th, 2024 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders on Friday, December 6th, 2024 in respect of the below mentioned Resolutions to be passed at the AGM of the Equity Shareholders of the Company.

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

The Company had availed the remote e-voting facility offered by Bigshare Services Pvt. Ltd. for facilitating remote e-voting to the Shareholders of the Company.



The Shareholders of the Company holding shares of the Company as on the "cut-off" date of Thursday, December 19th, 2024, 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 Tuesday, December 24th, 2024 at 09:00 a.m. (I.S.T) and ended on Thursday, December 26th, 2024 at 5:00 p.m. (I.S.T.). The (Bigshare Services Pvt. Ltd.) e- voting platform was blocked thereafter.

After the end of the remote e-voting period as aforesaid, 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.

Further, the Chairman announced voting by show of hands at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.


In my presence show of hands was counted and the record maintained by the company/ Register and Transfer Agent of the company and the Authorisation/proxies lodged with the company.

As voting was conducted by a show of hands during the AGM, no paper ballots were provided, and no ballot box was kept for polling.

The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company.



Name: Harshit Dave



Name: Shivsahay 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 Bigshare Services Pvt. Ltd.

The Consolidated Report on the result of the remote e-voting and voting at the meeting through show of hands in respect of the said Resolutions is as under:



CONSOLIDATED RESULTS

ORDINARY BUSINESS:

Item No 1: Ordinary Resolution

To consider and adopt:

a) the Audited Financial Statements of the Company for the Financial Year ended **March 31, 2024** 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, 2024** and the Report of Auditors thereon.

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	3307	27	571	42	3878	100
Dissent	0	0	0	0	0	0	0
Total	15	3307	27	571	42	3878	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3878	100
Dissented to Resolution	0	0

Item No 2: Ordinary Resolution

Appointment of the Statutory Auditors

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	3297	27	571	41	3868	100
Dissent	0	0	0	0	0	0	0
Total	14	3297	27	571	41	3868	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3868	100
Assented to Resolution	3868	100
Dissented to Resolution	0	0



SPECIAL BUSINESS:

Item No 3: Ordinary Resolution

To appoint Shri Shashikant Gangadhar Bhoge (DIN: 05345105) as Director of the Company.

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	3307	27	571	42	3878	100
Dissent	0	0	0	0	0	0	0
Total	15	3307	27	571	42	3878	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3878	100
Dissented to Resolution	0	0

Item No 4: Ordinary Resolution

To appoint Mr Shashikant Gangadhar Bhoge (DIN: 05345105), as Director of the Company.

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	3307	27	571	42	3878	100
Dissent	0	0	0	0	0	0	0
Total	15	3307	27	571	42	3878	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3878	100
Dissented to Resolution	0	0

Item No 5: Ordinary Resolution

To appoint Shri Bhushan Ravindra Sable (DIN: 03268957), as Director of the Company.

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	3307	27	571	42	3878	100



Dissent	0	0	0	0	0	0	0
Total	15	3307	27	571	42	3878	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3878	100
Dissented to Resolution	0	0

Item No 6: Ordinary Resolution

To appoint Shri Bhushan Ravindra Sable (DIN: 03268957), as Director of the Company.

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	3307	27	571	42	3878	100
Dissent	0	0	0	0	0	0	0
Total	15	3307	27	571	42	3878	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3878	100
Dissented to Resolution	0	0

Item No 7: Ordinary Resolution

To appoint Shri Pradeep Kisan Khandagale (DIN: 01124220), as Director of the Company.

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	3307	27	571	42	3878	100
Dissent	0	0	0	0	0	0	0
Total	15	3307	27	571	42	3878	100



SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3878	100
Dissented to Resolution	0	0

Item No 8: Special Resolution

To appoint Shri Ashish Mittal (DIN: 10331046), as Non-Executive & Independent Director of the Company.

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	3307	27	571	42	3878	100
Dissent	0	0	0	0	0	0	0
Total	15	3307	27	571	42	3878	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3878	100
Dissented to Resolution	0	0

Item No 9: Special Resolution

To appoint Shri Vipul Bansal (DIN: 00015967), as Director of the Company.

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	3307	27	571	42	3878	100
Dissent	0	0	0	0	0	0	0
Total	15	3307	27	571	42	3878	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3878	100
Dissented to Resolution	0	0



Item No 10: Special Resolution

To appoint Ms. Ashlesha Shachindra Raythatha (**DIN: 10769720**), as Director of the Company.

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	3307	27	571	42	3878	100
Dissent	0	0	0	0	0	0	0
Total	15	3307	27	571	42	3878	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3878	100
Dissented to Resolution	0	0

Item No 11: Special Resolution

To keep the Register of members along with the indices of members and/ or any other related documents required to be kept at the Registered office of the Company at the office of M/s. Bigshare Services Private Limited

Particulars	Remote E-Voting		Physical voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	2970	27	571	41	3541	91.31
Dissent	1	337	0	0	1	337	8.69
Total	15	3307	27	571	42	3878	100

SUMMARY OF E-VOTING

Particulars	No. of Equity Shares	Percentage of total number of votes cast (%)
Total Valid votes cast	3878	100
Assented to Resolution	3541	91.31
Dissented to Resolution	337	8.69



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 47thAGM of the Company i.e. Friday, December 27, 2024.

Yours faithfully,

Thanking You,

Date: 30/12/2024

Place: Mumbai

Countersigned by
VALECHA ENGINEERING LIMITED

Vijaykumar
Himatlal
Modi

Digitally signed by Vijaykumar Himatlal
Modi
DN: c=IN, o=Personal, title=0205,
pseudonym=sN65wVsnrv4n8iWpGjghKGS
mHlpRZF5s,
2.5.4.20=f345f43e45f183382a6e98bb2b19
d2512b79d7b6e4fac75cd4e5327955d252
.postalCode=400067, st=Maharashtra,
serialNumber=27777183cee04e5f750e5d
a42247150326e4b49f872efa3f857c617e81
a12a9, cn=Vijaykumar Himatlal Modi
Date: 2024.12.30 12:08:56 +05'30'

(Vijaykumar H Modi)
Company Secretary & Legal

For RAGINI CHOKSHI & COMPANY

(Company Secretaries)

Ragini
Kamal
Chokshi

Digitally signed
by Ragini Kamal
Chokshi
Date: 2024.12.30
11:34:17 +05'30'



RAGINI CHOKSHI
(Partner)

Membership No: 2390
C.P. Number: 1436
UDIN: F002390F003521070
Date: 30/12/2024
Place: Mumbai