

Ref: VEL/19-20/021

07th May, 2019

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 VALECHAENG
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Sub: Intimation regarding Extra-Ordinary General Meeting

Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements), Regulation 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, we enclose herewith the Notice of the Extra Ordinary General Meeting to be held on **Tuesday, 04th June, 2019 at 10:30 a.m.** to transact the business of appointment of M/s. Bagaria & Co LLP as Statutory Auditors to fill casual vacancy caused by the resignation of outgoing Auditors, M/s. Kanu Doshi Associates LLP.

The details are as under:

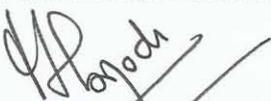
Period of E-Voting	Saturday, 01 st June, 2019 09:00 a.m. TO Monday, 03 rd June, 2019 05:00 p.m.
Day, Date, Time and Venue of EOGM	Tuesday, 04th June, 2019 at 10:30 a.m. Registered Office: Valecha Chambers, 4 th Floor, Plot No. B-6, Andheri New Link Road, Andheri (W), Mumbai 400053

Kindly take the same on your record.

Thanking you,

Yours faithfully

For VALECHA ENGINEERING LIMITED



(VIJAYKUMAR MODI)

Company Secretary & Legal



VALECHA ENGINEERING LIMITED

CIN: L74210MH1977PLC019535

Reg. Office: Valecha Chambers, 4th Floor, Plot No. B-6, Andheri New Link Road, Andheri (West), Mumbai 400 053
Tel: 022 4263 3200 E-mail: investor.relations@valecha.in Website: www.valechaeng.com

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of VALECHA ENGINEERING LIMITED will be held on **Tuesday, 04th June, 2019 at 10:30 a.m.** at the Registered Office of the Company to transact the following business:

SPECIAL BUSINESS:

To consider and if, thought fit, to pass, the following resolution as a **Special Resolution**:

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **Bagaria & Co, LLP**, Chartered Accountants, Mumbai (FRN: 113447W/W-100019) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. Kanu Doshi Associates LLP**, Chartered Accountants, Mumbai.

RESOLVED FURTHER THAT Bagaria & Co, LLP, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting scheduled to be held in September, 2019 and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

ANNEXURE TO NOTICE

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013.

M/s. Kanu Doshi Associates LLP, Chartered Accountants, Mumbai have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 (“Act”). The Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes that M/s **Bagaria & Co, LLP**, Chartered Accountants, Mumbai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Kanu Doshi Associates., Chartered Accountants.

M/s **Bagaria & Co, LLP** Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Your Directors recommend the resolution for approval of members. None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 1 except to the extent of their shareholding.

For and on behalf of the Board
FOR VALECHA ENGINEERING LIMITED

VIJAYKUMAR MODI
COMPANY SECRETARY & LEGAL

Place: Mumbai

Date: 02nd May, 2019

Registered Office:

“Valecha Chambers” 4th Floor,
Plot No. B-6, Andheri New Link Road,
Andheri (West), Mumbai - 400 053

NOTES:

(A) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the meeting is annexed hereto.

(B) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

(C) The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than **48 hours** before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority, as applicable.

(D) Corporate Members intending to send their authorized representatives to attend the EOGM pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, at its Registered Office, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Extra Ordinary General Meeting not less than **48 hours** before the commencement of the meeting.

(E) Members/proxies should bring their attendance slip duly filled in for attending the meeting. Members are also requested to bring their copy of the notice of the EOGM to the venue of the Extra Ordinary General Meeting.

(F) E-VOTING

(A) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of NSDL to provide the facility of remote electronic voting (‘e-voting’) in respect of the resolutions proposed at Extra Ordinary General Meeting.

- (B) The period for remote e-voting starts at **9:00 a.m. on Saturday, 01st June, 2019** and ends at **5:00 p.m. on Monday, 03rd June, 2019**. Remote e-voting shall be disabled by NSDL at **5:00 p.m. on 03rd June, 2019**. During this period, shareholders of the company holding shares either in physical form or dematerialized form, as on the cut-off date **Tuesday, 28th May, 2019** may request for login ID and password and cast their vote electronically.

E-voting instructions:

The procedure with respect to remote e-voting is provided below:-

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 109367 then user ID is 109637001***

5. Your password details are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - (c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful Login at Step 1, you will be able to see the homepage of e-Voting. Click on e-Voting. Then, click on Active E-voting Cycles
2. After clicking on Active e-Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company for which you wish to cast your vote
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted
6. Upon confirmation, the message, “Vote cast successfully” will be displayed
7. You can also take a print out of the votes cast by you by clicking the print option on the confirmation page
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@raginichokshi.com with a copy marked to evoting@nsdl.co.in.
 - 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 - 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- (G) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- (H) Members can opt for only one mode of voting i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- (I) In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to investor.relations@valecha.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, M/s. Ragini Chokshi & Co., Practicing Company Secretary (Membership No.2390) at registered office of the Company not later than **Monday, 03rd June, 2019** (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
- (J) General Information
- (a) Every Client ID No./Folio No. shall have one e-vote, irrespective of the number of joint holders.
 - (b) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on **Tuesday, 28th May, 2019**, the cut-off date.
 - (c) E-voting right cannot be exercised by a proxy.
 - (d) M/s. Ragini Chokshi & Co., Practicing Company Secretary (Membership no.2390) has been appointed as a scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (e) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
 - (f) The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.valechaeng.com and on the NSDL website <https://www.evoting.nsdl.com> within two working days of the passing of the resolution at the EOGM to be held on **4th June, 2019** and also communicated to BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

For and on Behalf of the Board
For VALECHA ENGINEERING LIMITED

VIJAYKUMAR MODI
COMPANY SECRETARY & LEGAL

Place: Mumbai

Date: 02nd May, 2019



VALECHA ENGINEERING LIMITED

CIN: L74210MH1977PLC019535

Reg. Office: Valecha Chambers, 4th Floor, Plot No. B-6, Andheri New Link Road, Andheri (West), Mumbai 400 053
Tel: 022 4263 3200 E-mail: investor.relations@valecha.in Website: www.valechaeng.com

PROXY FORM / FORM MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Members	
Registered Address	
Email ID:	
Folio No/ DP ID-Client ID	

I/We, being the member (s) of shares of the above named company, hereby appoint:

- (1) Name: Address:
 Email ID: Signature: or failing him
- (2) Name: Address:
 Email ID: Signature: or failing him
- (3) Name: Address:
 Email ID: Signature: or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Tuesday, 4th June, 2019** at 10:30 a.m. at Valecha Chambers, 4th Floor, Plot No. B-6, Andheri New Link Road, Andheri (W), Mumbai 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Particulars	For	Against
1	Appointment of Statutory Auditors to fill casual vacancy		

Signed this day of2019

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

----- cut here -----

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

Folio/DP ID & Client ID			
Name and Address of the Member		Signature	
Name of the Proxy Holder		Signature	

- Only Member/Proxy Holder can attend the Meeting
- Member/Proxy Holder should bring his/her copy of the Annual Report for reference at the Meeting



VALECHA ENGINEERING LIMITED

CIN: L74210MH1977PLC019535

Reg. Office: Valecha Chambers, 4th Floor, Plot No. B-6, Andheri New Link Road, Andheri (West), Mumbai 400 053

Tel: 022 4263 3200 E-mail: investor.relations@valecha.in Website: www.valechaeng.com

BALLOT PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

1. Name and Registered address of the sole/first named member:
2. Name(s) of the Joint holder (if any):
3. Registered Folio No./ DP ID No. and client ID No.:
4. Number of share(s) held:
5. EVEN (Electronic Voting Event Number) :
6. User ID:
7. Password:

I hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Extra Ordinary General Meeting of the Company to be held on Tuesday, 04th June, 2019, by sending my/our assent or dissent to the said resolution in the following manner:

Sr. No.	Particulars	For	Against
1	Appointment of Statutory Auditors to fill casual vacancy		

* Please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of member/ proxy wishes his/ her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'

Place:

Date:

Signature of Member

VALECHA ENGINEERING LIMITED

CIN: L74210MH1977PLC019535

Reg. Office: Valecha Chambers, 4th Floor, Plot No. B-6,
Andheri New Link Road, Andheri (West), Mumbai 400 053

Tel: 022 4263 3200 E-mail: investor.relations@valecha.in Website: www.valechaeng.com

GENERAL INSTRUCTIONS:

1. This Ballot Paper is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot Paper shall be treated as invalid.
3. For detailed instructions on e-voting, please refer the notes appended to the Notice of EOGM.
4. Facility of voting through Ballot Paper shall also be made available at the venue of the EOGM. Members attending the EOGM, who have not cast their vote by remote e-voting or through Ballot Paper, shall be able to exercise their right at the EOGM.
5. Members who have cast their vote by remote e-voting or through Ballot Paper prior to the EOGM may also attend the EOGM, but shall not be entitled to vote again at the EOGM.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING BALLOT PAPER:

6. Please complete and sign the Ballot Paper (no other Paper or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s. Ragini Chokshi & Co., Practising Company Secretaries through self-addressed Business Reply envelope.
7. The Ballot Paper should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Ballot Paper should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of POA. Exercise of vote by Ballot is not permitted through proxy.
8. In case the shares are held by companies, financial institutions, trusts, bodies corporate, societies, etc; the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization letter.
9. Votes should be cast in case of each resolution, either in favour or against by putting the tick (v) mark in the column provided in the Ballot. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed the Member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
10. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on 28th May, 2019 ("Cut-Off Date"). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Paper, or voting at the venue of the meeting through ballot.
11. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of EOGM and holds shares as of the Cut Off date i.e. 28th May, 2019, may request the Company / Registrar and Transfer Agent and obtain Ballot Paper to cast the vote or can download the same from the website of the Company at www.valechaeng.com
12. Duly completed Ballot Paper should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Monday, 03rd June, 2019. Ballot Paper(s) received after this time and date will be strictly treated as if the reply from the members has not been received.
13. A Member may request for a duplicate Ballot Paper, if so required. However, duly filed in and signed duplicate Ballot Paper should reach the Scrutinizer not later than the date and time specified in serial no. 12 above.
14. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Paper(s) will be rejected. Ballot Paper may be rejected if it is torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
15. The decision of Scrutinizer on the validity of the Ballot Paper and any other related matter shall be final.
16. The results of the voting shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Company. The Chairman or any other person authorized by the Chairman shall declare the result of voting forthwith.

The Results along with the Scrutinizers Report shall be placed on the Company's' website www.valechaeng.com and on the website of NSDL immediately after the results are declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to BSE Limited and National Stock Exchange Limited