

Ref: VEL/912

8th July, 2016

BSE Limited
The Corporate Relationship Department
1st Floor, Phiroze Jeejeebhay Tower,
Dalal Street, Mumbai-400 001.

Kind Attn : Mr. Bhusan Mukashi -Dept. of Corporate Services / Mr Jeevan.

Ref : Script Code - 532389.

Sub : Compliance Report for the quarter ended 30th June, 2016.

Dear Sir,

Enclosed herewith please find Quarterly Compliance Report for the quarter ended 30th June, 2016.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For VALECHA ENGINEERING LIMITED



Authorized Signatory

Encl : as above

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **VALECHA ENGINEERING LIMITED**
2. Quarter ending : **30th June, 2016**

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/ Independent / N minee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1.	Mr. Arvind Thakkar	AFDPT5284M/02208108	Chairperson –Non-Executive-Independent	1 st August, 06	9	1	2 (including chairmanship)	2
2.	Mr. Jagdish K Valecha	AAAPV6661L/00013070	Executive Director	11.06.1996		1	2	...
3.	Mr. Dinesh H Valecha	AAAPV5458R/00012945	Executive Director	01.08.2005		1	2	-
4.	Mr. Umesh H Valecha	AAAPV5459Q/00012991	Executive Director	01.07.2005		1	-	-



PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent)
1. Audit Committee	Mr. Arvind M. Thakkar Mr. Jagdish K Valecha Mr. Dinesh H Valecha	Chairperson Member Member
2. Nomination & Remuneration Committee	Mr. Arvind Thakkar Mr. Dinesh H Valecha Mr. Jagdish K Valecha	Chairperson Member Member
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	Mr. Arvind Thakkar Mr. Jagdish K Valecha Mr. Dinesh H Valecha	Chairperson Member Member

& Category of directors means executive/ non-executive / independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
7 th January, 2016, 16 th January, 2016 and 15 th February, 2016	14 th June, 2016	119



IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14 th June, 2016	No	16 th January, 2016 and 15 th February, 2016	119

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Note	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -**No.**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 -
 - a. Audit Committee - **No**
 - b. Nomination & remuneration Committee- **No**
 - c. Stakeholders relationship committee-**YES**
 - d. Risk management committee (applicable to the top 100 listed entities) - **N.A**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- **Yes.**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-**No**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:- **Yes**

For VALECHA ENGINEERING LIMITED
For Valecha Engineering Ltd.


Authorized Signatory.

Authorized Signatory