

CORPORATE GOVERNANCE REPORT

(REGULATION 27(2) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENT) REGULATIONS, 2015)Name of Listed entity : **VALECHA ENGINEERING LIMITED**Quarter ending : **30th September, 2018****(I) Composition of Board Of Directors**

Title (Mr. / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non - Executive / Independent / Nominee)	Date of Appointment in the current term /cessation	Tenure (to be filled in only for ID)	No. of Director ship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership in Audit Committee (AC) / Stakeholder Committee (SC) 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)
Mr.	Arvind Thakkar	AFDPT5284M02208108	Chairperson-Non Executive Independent	01.08.2006	146 months	1	-	2
Mr.	Jagdish Valecha	AAAPV6661L00013070	Executive Director	11.06.1996		1	-	-
Mr.	Dinesh Valecha	AAAPV5458R00012945	Additional Director	01.08.2018 to 29.09.2018		1	-	-
Mr.	Tarun Dutta	AHEPD0600L07867786	Additional Director	19.07.2018 to 29.09.2018		1	-	-
Mr.	Ketan H. Gandhi	AACPG6369A00650579	Non-Executive Independent Director	22.03.2017	18 months 7 days	1	2 (AC) (SC)	-
Mrs.	Sonal Jitiya	AUEPS3172P00668047	Non-Executive Director	22.03.2017	-	1	2 (AC) (SC)	-

(II) Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive/ Independent / Nominee)
Audit Committee	Arvind Thakkar Ketan Harshadrai Gandhi Sonal Jitiya	Chairperson/ Non-Executive /Independent Director Member-Non-Executive/Independent Director Member-Non-Executive Director
Nomination & Remuneration Committee	Ketan Harshadrai Gandhi Arvind Thakkar Sonal Jitiya	Chairperson/ Non-Executive /Independent Director Member-Non-Executive/Independent Director Member-Non-Executive Director
Stakeholder's Relationship Committee	Arvind Thakkar Ketan Harshadrai Gandhi Sonal Jitiya	Chairperson/ Non-Executive /Independent Director Member-Non-Executive/Independent Director Member-Non-Executive/ Independent Director

(III) Meeting of the 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)
15.05.2018	19.07.2018 21.08.2018	64

(IV) Meeting of Committee *

Audit Committee			
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
19.07.2018 21.08.2018	Yes	11.05.2018	68

* This information has to 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)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

(VI) Affirmations

1	The composition of Board of Directors is in terms of SEBI (Listing obligation and disclosure requirements) Regulation 2015	YES
2	The composition of the following committees is in terms of SEBI (Listing obligation and disclosure requirements) Regulation 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholder's Relationship Committee	YES YES YES
3	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligation and disclosure requirements) Regulation ,2015	YES
4	The meetings of the Board of Directors and the above committees have been conducted in manner as specified in SEBI (Listing obligation and disclosure requirements) Regulation, 2015	YES
5	This report shall be placed before Board of Directors in the next Board Meeting.	YES

For VALECHA ENGINEERING LIMITED

(VIJAYKUMAR MODI)
COMPANY SECRETARY & LEGAL

01.10.2018

ANNEXURE-III

Format to be submitted by listed entity at the end of 6 months after the end of financial year along with second quarter report of next financial year

I. Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA) Refer note below
Copy of the Annual Report including balance sheet, profit and loss account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No*
Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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 had 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. *Chairman of Audit Committee, Mr. Arvind Thakkar resides in London. Because of his pre-occupation, he was unable to remain present at the Annual General Meeting		

For VALECHA ENGINEERING LIMITED

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