

**ANNEXURE -1  
CORPORATE GOVERNANCE REPORT**

Name of Listed entity: **VALECHA ENGINEERING LIMITED**

Quarter ending : **30<sup>th</sup> September, 2019**

<b>I. Composition of Board of Directors</b>												
<b>Title</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson / Executive / Non - Executive / Independent / Nominee</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of Cessation</b>	<b>Tenure</b>	<b>Date of Birth</b>	<b>No. of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)]</b>	<b>No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]</b>	<b>Number of membership in Audit Committee (AC) / Stakeholder Committee (SC) including this listed entity Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Arvind Thakkar	AFDPT5284M02208108	Chairperson-Non Executive Independent	01.08.2006	30.09.2019	-	159 months	15.11.1943	1	1	2 (AC) (SC)	2
Mr.	Jagdish Valecha	AAAPV6661L00013070	Non-Executive Director	11.06.1996	29.09.2017	-		01.12.1959	1	-	-	-
Mr.	Ketan H. Gandhi	AACPG6369A00650579	Non-Executive Independent Director	22.03.2017	29.09.2017	-	30 months 7 days	26.01.1956	1	1	2 (AC) (SC)	-
Mrs.	Sonal Jitiya	AUEPS3172P00668047	Non-Executive Director	22.03.2017	29.09.2018	-	-	22.01.1978	1	-	2 (AC) (SC)	-
Mrs.	Lalna B. Takekar	APXPT7489L08111805	Non-Executive Independent Director	28.03.2019	30.09.2019	-	6 months	19.01.1975	1	1	2 (AC) (SC)	-
Whether Regular chairperson appointed : <b>YES</b>												
Whether Chairperson is related to managing director or CEO : <b>NO</b>												

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	YES	Arvind Thakkar	Chairperson/ Non-Executive /Independent Director	02-05-2015	-
		Ketan Harshadrai Gandhi	Member-Non-Executive/Independent Director	30-03-2017	-
		Sonal Jitiya	Member-Non-Executive Director	30-03-2017	-
		Lalna Takekar	Member-Non-Executive/Independent Director	02-05-2019	-
2. Nomination & Remuneration Committee	YES	Ketan Harshadrai Gandhi	Chairperson/ Non-Executive /Independent Director	07-08-2017	-
		Arvind Thakkar	Member-Non-Executive/Independent Director	07-08-2017	-
		Sonal Jitiya	Member-Non-Executive Director	30-03-2017	-
		Lalna Takekar		02-05-2019	-
3. Risk Management Committee(if applicable)		N.A.			
4. Stakeholders Relationship Committee'	YES	Arvind Thakkar	Chairperson/ Non-Executive /Independent Director	02-05-2015	-
		Ketan Harshadrai Gandhi	Member-Non-Executive/Independent Director	30-03-2017	-
		Sonal Jitiya	Member-Non-Executive Director	30-03-2017	-
		Lalna Takekar	Member-Non-Executive/Independent Director	02-05-2019	-

<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
02.05.2019	30.07.2019	Yes	4	2	88
	21.08.2019	Yes	4	2	21

<b>IV. Meeting of Committees</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
29.07.2019	Yes	3	2	02.05.2019	87
21.08.2019	Yes	3	2		22

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

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/ No/ NA)</b>
Whether prior approval of audit committee obtained	<b>YES</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>YES</b>

<b>VI. Affirmations</b>		
1	The composition of Board of Directors is in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015	<b>YES</b>
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	<b>YES YES YES</b>
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	<b>YES</b>
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	<b>YES</b>
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	<b>YES</b>

**For VALECHA ENGINEERING LIMITED**

**(VIJAYKUMAR MODI)**  
**Company Secretary & Legal**

**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**

<b>Affirmations</b>		
<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) Refer note below</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	<b>46(2)</b>	<b>Yes</b>
Presence of Chairperson of Audit Committee at the Annual General Meeting	<b>18(1)(d)</b>	<b>No*</b>
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	<b>19(3)</b>	<b>Yes</b>
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	<b>20(3)</b>	<b>No*</b>
Whether "Corporate Governance Report" disclosed in Annual Report	<b>34(3) read with para C of Schedule V</b>	<b>Yes</b>
<p>Note:</p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		

\*Chairman of Audit and Stakeholder Relationship 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**

Chairman of Stakeholder Relationship Committee, Mr. Arvind Thakkar resides in London. Because of his pre-occupation, he was unable to remain present at the Annual General Meeting



**(VIJAYKUMAR MODI)**

**Company Secretary & Legal**