

Ref: VEL/120

04<sup>th</sup> January, 2018

<b>BSE LIMITED</b> P. J. TOWERS, DALAL STREET, MUMBAI - 400 001  <b>SCRIP CODE :532389</b>	<b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 <b>VALECHAENG</b>
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Dear Sirs,

**Sub: COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2017**

We enclose herewith Compliance Report on Corporate Governance under Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirement), 2015 for the Quarter ended **31<sup>st</sup> December, 2017**.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

**For VALECHA ENGINEERING LIMITED**



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

Encl: As above

## CORPORATE GOVERNANCE REPORT

## (REGULATION 27(2) OF THE SEBI (LISTING OBLIGATIONS &amp; DISCLOSURE REQUIREMENT) REGULATIONS, 2015)

Name of Listed entity : VALECHA ENGINEERING LIMITED  
 Quarter ending : 31<sup>ST</sup> DECEMBER, 2017

## (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 Directors hip 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	137 months	1	2	2
Mr.	Jagdish Valecha	AAAPV6661L00013070	Executive Director	11.06.1996		1	-	-
Mr.	Dinesh Valecha	AAAPV5458R00012945	Executive Director	01.08.2005		1	-	-
Mr.	Tarun Dutta	AHEPD0600L07867786	Executive Director	26.06.2017		1	-	-
Mr.	Ketan Gandhi	AACPG6369A00650579	Non-Executive-Independent Director	22.03.2017	9 months	2	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 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)
07.08.2017 16.08.2017 21.09.2017	26.10.2017 14.12.2017	48



(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
14.12.2017	Yes	28.07.2017 16.08.2017 21.09.2017	83

\* 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

