

**ANNEXURE -1  
CORPORATE GOVERNANCE REPORT**

Name of Listed entity: **VALECHA ENGINEERING LIMITED**  
Quarter ending : **31<sup>st</sup> December, 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	19.11.2019	159 months	15.11.1943	-	-	-	-
Mr.	Jagdish Valecha	AAAPV6661L00013070	Non-Executive Director	11.06.1996	29.09.2017	19.11.2019		01.12.1959	-	-	-	-
Mr.	Ketan H. Gandhi	AACPG6369A00650579	Non-Executive Independent Director	22.03.2017	29.09.2017	17.10.2019	30 months 7 days	26.01.1956	-	-	-	-
Mrs.	Sonal Jitiya	AUEPS3172P00668047	Non-Executive Director	22.03.2017	29.09.2018	19.11.2019	-	22.01.1978	-	-	-	-
Mrs.	Lalna B. Takekar	APXPT7489L08111805	Non-Executive Independent Director	28.03.2019	30.09.2019	-	6 months	19.01.1975	1	1	2 (AC) 1 (SC)	-
Mr.	Tejas P. Deshpande	01942507AHXPD9121D	Non-Executive Independent Director	14.11.2019	-	-	1 month	09.04.1981	2	2	2 (AC) 1 (SC)	2
Mr.	Sadashiv N. Kavi	05134904AADPK3635L	Non-Executive Independent Director	14.11.2019	-	-	1 month	22.10.1941	1	1	2 (AC) 1 (SC)	-

Whether Regular chairperson appointed : <b>NO</b>					
Whether Chairperson is related to managing director or CEO : <b>N.A.</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	NO	Tejas Deshpande	Chairperson/ Non-Executive /Independent Director	19-11-2019	-
		Sadashiv N. Kavi	Member-Non-Executive/Independent Director	19-11-2019	-
		Lalna Takekar	Member-Non-Executive/Independent Director	02-05-2019	-
		Ketan Harshadrai Gandhi	Chairperson/ Non-Executive /Independent Director	30-03-2017	10-10-2019
		Arvind Thakkar	Member-Non-Executive/Independent Director	02-05-2015	19-11-2019
		Sonal Jitiya	Member-Non-Executive Director	30-03-2017	19.11.2019
2. Nomination & Remuneration Committee	NO	Ketan Harshadrai Gandhi	Chairperson/ Non-Executive /Independent Director	07-08-2017	10-10-2019
		Arvind Thakkar	Member-Non-Executive/Independent Director	07-08-2017	19-11-2019
		Sonal Jitiya	Member-Non-Executive Director	30-03-2017	19-11-2019
		Lalna Takekar	Member-Non-Executive/Independent Director	02-05-2019	-
		Tejas Deshpande	Chairperson/ Non-Executive /Independent Director	19-11-2019	-
		Sadashiv N. Kavi	Member-Non-Executive/Independent Director	19-11-2019	-
3. Risk Management Committee(if applicable)		N.A.			
4. Stakeholders Relationship Committee'	NO	Arvind Thakkar	Chairperson/ Non-Executive /Independent Director	02-05-2015	19-11-2019
		Ketan Harshadrai Gandhi	Member-Non-Executive/Independent Director	30-03-2017	10-10-2019
		Sonal Jitiya	Member-Non-Executive Director	30-03-2017	19-11-2019
		Lalna Takekar	Member-Non-Executive/Independent Director	02-05-2019	-
		Tejas Deshpande	Chairperson/ Non-Executive /Independent Director	19-11-2019	-
		Sadashiv N. Kavi	Member-Non-Executive/Independent Director	19-11-2019	-

<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>
30.07.2019	17.10.2019	Yes	4	2	56
21.08.2019	14.11.2019	Yes	3	1	27
	19.11.2019	Yes	3	3	5
	09.12.2019	Yes	3	3	19

<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>
14.11.2019	Yes	2	1	29.07.2019	84
				21.08.2019	

\* 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**