Integrated Governance

Valecha Engineering Limited

General information about company

Scrip code	532389
NSE Symbol	VALECHENG
MSEI Symbol	NOTLISTED
ISIN	INE043C01015
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Yearly
Date of Quarter Ending	31-03-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Mech is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false
The company not made any acquisition during the half year	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false
No fine or penalty	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false
No tax litigations or disputes	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	false
Risk management committee	false
Market Capitalisation as per immediate previous / financial Year	Any other
Is SCORE ID Available ?	true
SCORE Registration ID	v00011
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	Textual Information(1)
Whether the listed entity has a Regular Chairperson	false
Whether Chairperson is related to MD or CEO	false

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Title(Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution Passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	No of Directorship in listed entities including this listed entity[Refer Regulation 17A of Listing Regulations]	No of Independent Directorship in listed entities including this listed entity[Refer Regulation 17A(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]	Reason for cessation, if any	Notes for providing PAN	Notes for providing DIN
1	Mr	ASHISH MITTAL	10331046	Non-Executive - Not Independent Director	Not Applicable		false				Active	NA		14-08-2024			6	0	1	0	2		
2	Mr	VIPUL SHAKAL	00019362	Non-Executive - Independent Director	Not Applicable		false				Active	NA		10-09-2024			6	1	1	0	0		
3	Ms	ASHLESHA SHACHINDRA RAYTHATTHA	10769720	Non-Executive - Not Independent Director	Not Applicable		false				Active	NA		10-09-2024			6	1	1	2	0		
4	Mr	PRADEEP KISAN KHANDAGALE	01124220	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-08-2024			2	0	2	0	0		
5	Mr	BHUSHAN SHASHIKANT BHOGE	03260947	Executive Director	Not Applicable		false				Active	NA		14-08-2024			36	1	0	0	0		
6	Mr	SHASHIKANT GANGADHAR BHOGE	05345105	Executive Director	Not Applicable		false				Active	NA		14-08-2024			36	1	0	2	0		

Text Block

Textual Information(1)	The composition of Board is as per the regulation.

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10331046	ASHISH MITTAL	Non-Executive - Independent Director	Chairperson	10-09-2024		
2	10769720	ASHLESHA SHACHINDRA RAYTHATTHA	Non-Executive - Independent Director	Member	10-09-2024		
3	01124220	PRADEEP KISAN KHANDAGALE	Non-Executive - Non Independent Director	Member	10-09-2024		
4	05345105	SHASHIKANT GANGADHAR BHOGE	Executive Director	Member	10-09-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10331046	ASHISH MITTAL	Non-Executive - Independent Director	Chairperson	10-09-2024		
2	10769720	ASHLESHA SHACHINDRA RAYTHATTHA	Non-Executive - Independent Director	Member	10-09-2024		
3	01124220	PRADEEP KISAN KHANDAGALE	Non-Executive - Non Independent Director	Member	10-09-2024		
4	05345105	SHASHIKANT GANGADHAR BHOGE	Executive Director	Member	10-09-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10331046	ASHISH MITTAL	Non-Executive - Independent Director	Chairperson	10-09-2024		
2	10769720	ASHLESHA SHACHINDRA RAYTHATTHA	Non-Executive - Independent Director	Member	10-09-2024		
3	01124220	PRADEEP KISAN KHANDAGALE	Non-Executive - Non Independent Director	Member	10-09-2024		
4	05345105	SHASHIKANT GANGADHAR BHOGE	Executive Director	Member	10-09-2024		

Annexure I

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory						
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	18-11-2024			true	6	6	3
2	19-11-2024	0		true	6	6	3
3	27-12-2024	37		true	6	6	3
4	10-01-2025	13		true	6	6	3
5	14-02-2025	34		true	6	6	3

Annexure I

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	18-11-2024				true	4	4	2	2
2	Audit Committee	19-11-2024	0			true	4	4	2	2
3	Audit Committee	27-12-2024	37			true	4	4	2	2
4	Audit Committee	10-01-2025	13			true	4	4	2	2
5	Audit Committee	14-02-2025	34			true	4	4	2	2

Annexure I

V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	false
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	false
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	false
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Vijaykumar Modi
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(a) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr	Item	Compliance status (Yes/ No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		https://valecha.in/
1.2	Memorandum of Association and Articles of Association	Yes		https://valecha.in/
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://valecha.in/
2	Terms and conditions of appointment of independent directors	Yes		https://valecha.in/
3	Composition of various committees of board of directors	Yes		https://valecha.in/
4	Code of conduct of board of directors and senior management personnel	Yes		https://valecha.in/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://valecha.in/
6	Criteria of making payments to non-executive directors	Yes		https://valecha.in/
7	Policy on dealing with related party transactions	Yes		https://valecha.in/
8	Policy for determining 'material' subsidiaries	Yes		https://valecha.in/
9	Details of familiarization programmes imparted to independent directors	Yes		https://valecha.in/
10	Email address for grievance redressal and other relevant details	Yes		https://valecha.in/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://valecha.in/
12	Financial results	Yes		https://valecha.in/
13	Shareholding pattern	Yes		https://valecha.in/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.a	(i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of meets.	NA		
15.b	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://valecha.in/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://valecha.in/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://valecha.in/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://valecha.in/
23	Disclosures under regulation 30(8)	Yes		https://valecha.in/
24	Statements of deviation(s) or variation(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://valecha.in/
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://valecha.in/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://valecha.in/
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/ NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	Composition of two third could not be satisfied, , will take care of it at the earliest
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	No	Executive Director is part of the Committee, will take care of it at the earliest
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	No	Composition of two third will be taken care of
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
	Any other information to be provided			

Annexure II

1	Name of signatory	Vijaykumar Modi
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Vijaykumar Modi
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Vijaykumar Modi
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	16-04-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0