

Corporate Governance

valecha-engineering-ltd	
Scrip Code :532389	Quarter Ending : Jun-2024

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	-
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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	08111805	LALNA BHARAT TAKEKAR	Non-Executive - Non Independent Director	Chairperson	28-03-2019	-	-

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	08111805	LALNA BHARAT TAKEKAR	Non-Executive - Non Independent Director	Chairperson	28-03-2019	-	-

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	08111805	LALNA BHARAT TAKEKAR	Non-Executive - Non Independent Director	Chairperson	28-03-2019	-	-

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Annexure 1

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	23-02-2024	-	-	Yes	0.00	-	-
2	30-05-2024	96	-	Yes	0.00	-	-

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Annexure 1

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory							-			
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	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	23 Feb 2024	-	-	-	Yes	0	0	0	0
2	Audit Committee	30 May 2024	96	-	-	Yes	0	0	0	0

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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	NA	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

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Annexure I

VI. 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	No
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	No
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	No
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	No
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	NA
	The committee members have	

6	been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	<p>1) Honourable National Company Law Tribunal, Mumbai Bench (Honourable NCLT), passed Order on 21.10.2022 in Company Petition no. CP (IB) No.594/MB-IV/2021, filed by STATE BANK OF INDIA, the Financial Creditor /Petitioner, under section 7 of Insolvency & Bankruptcy Code, 2016 (I&B Code), for initiating Corporate Insolvency Resolution Process (hereinafter referred to as CIRP) against the Company, Valecha Engineering Limited (Corporate Debtor) and appointed Mr. Anurag Kumar Sinha, Insolvency Professional having Registration Number IBBI/PA-001/IP-P00427/2017-18/10750 as Interim Resolution Professional (IRP), to carry out the functions as mentioned under Insolvency & Bankruptcy Code, 2016 (hereinafter referred to as I&B Code). The appointment of Mr. Anurag Kumar Sinha was confirmed/approved as the Resolution Professional (hereinafter referred to as RP) of the Company by the Committee of Creditors w.e.f 30.11.2022. As per Section 17 (1) (b) of the I&B Code, from the date of appointment of the IRP, the powers of the Board of Directors of the Company were suspended and were exercised by the Interim Resolution Professional/ Resolution Professional.</p> <p>2) Honourable NCLT, Mumbai Bench has passed the order on 25.06.2024 approving the Resolution plan which the Applicant Resolution Professional has filed with the Application seeking approval on the Resolution Plan, submitted by the Resolution Applicant viz. J.K. Solutions Private Limited in consortium with One Media Facility Management stating that the plan is in accordance with Section 30(2) of IBC, 2016, and other provisions laid thereunder. The said order has been uploaded on BSE website on 1.07.2024.</p>

Annexure I

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