

Corporate Governance

valecha-engineering-ltd	
Scrip Code :532389	Quarter Ending : Dec-2022

Annexure 1

II. Composition of Committees

<b>Disclosure of notes on composition of committees explanatory</b>	-
---	---

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson				YES			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	08111805	LALNA BHARAT TAKEKAR	Non-Executive - Non Independent Director	Chairperson	28-03-2019	-	-
2	05134904	SADASHIV N. KAVI	Non-Executive - Independent Director	Member	14-11-2019	-	-
3	08981045	CHETNA VERMA	Non-Executive - Independent Director	Member	22-12-2021	-	-
4	06864738	BHARTI RANGA	Non-Executive - Independent Director	Member	22-12-2021	-	-
5	09150394	ACHAL KAPOOR	Non-Executive - Independent Director	Member	22-12-2021	-	-

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson				YES			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	08111805	LALNA BHARAT TAKEKAR	Non-Executive - Non Independent Director	Chairperson	28-03-2019	-	-
2	05134904	SADASHIV N. KAVI	Non-Executive - Independent Director	Member	14-11-2019	-	-
3	08981045	CHETNA VERMA	Non-Executive - Independent Director	Member	22-12-2021	-	-
			Non-Executive - Independent	Member	22-12-2021	-	-

4	06864738	BHARTI RANGA	Director				
5	09150394	ACHAL KAPOOR	Non-Executive - Independent Director	Member	22-12-2021	-	-

### 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	-	-
2	05134904	SADASHIV N. KAVI	Non-Executive - Independent Director	Member	14-11-2019	-	-
3	08981045	CHETNA VERMA	Non-Executive - Independent Director	Member	22-12-2021	-	-
4	06864738	BHARTI RANGA	Non-Executive - Independent Director	Member	22-12-2021	-	-
5	09150394	ACHAL KAPOOR	Non-Executive - Independent Director	Member	22-12-2021	-	-

## Corporate Governance

valecha-engineering-ltd

Scrip Code :532389

Quarter Ending : Dec-2022

## Annexure 1

## III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					<p>Honourable, NCLT, Mumbai, vide their order dated <b>21/10/2022</b> in Company Petition no. CP (IB) No.594/MB-IV/2021 filed by <b>STATE BANK OF INDIA</b>, the Financial Creditor /Petitioner, under section 7 of Insolvency &amp; Bankruptcy Code, 2016 (I&amp;B Code) against the Company, Corporate Debtor/ Respondent, for initiating Corporate Insolvency Resolution Process (CIRP).</p> <p><b>Mr. Anurag Kumar Sinha, a Registered Insolvency Resolution Professional having Registration Number [IBBI/IPA-001/IP-P00427/2017-18/10750]</b> has been appointed as Interim Resolution Professional, to carry out the functions as mentioned under I&amp;B Code for initiation of CIRP of the Company, filed by the Financial Creditor /Petitioner <b>STATE BANK OF INDIA</b>.</p> <p>Thus, <b>Mr. Anurag Kumar Sinha, Resolution Professional</b> occupied the chair of the Board Meeting and Audit Committee Meeting held on 28.11.2022.</p>		
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	27-09-2022	-	-	Yes	6.00	5	5
2	28-10-2022	30	-	Yes	6.00	5	5
3	28-11-2022	30	-	Yes	6.00	5	5

Corporate Governance

valecha-engineering-ltd

Scrip Code :532389

Quarter Ending : Dec-2022

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	27 Sep 2022	-	-	-	Yes	5	5	4	0
2	Audit Committee	28 Oct 2022	30	-	-	Yes	5	5	4	0
3	Audit Committee	28 Nov 2022	30	-	-	Yes	5	5	4	0

Corporate Governance

valecha-engineering-ltd	
Scrip Code :532389	Quarter Ending : Dec-2022

Annexure 1

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			-

Corporate Governance

valecha-engineering-ltd	
Scrip Code :532389	Quarter Ending : Dec-2022

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	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
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:	-

Annexure I

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