



**VALECHA ENGINEERING LIMITED**  
(AN ISO 9001 - 2008 COMPANY)

**VALECHA**  
REDEFINING INFRASTRUCTURE

Ref:VEL/938

6th October, 2016

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

Dear Sirs,

Sub: **COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
FOR THE QUARTER ENDED 30.09.2016**

We enclose herewith Compliance Report on Corporate Governance for the Quarter ended **30.09.2016**.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For **VALECHA ENGINEERING LIMITED**

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

Encl: As above



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06.10.2016

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**CORPORATE GOVERNANCE REPORT**

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

Name of Listed entity: **VALECHA ENGINEERING LIMITED**

Quarter ending : **30<sup>th</sup> SEPTEMBER, 2016**

**(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 Directorship in listed entities including this listed entity	Number of membership in Audit Committee (AC) / Stakeholder Committee (SC) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Arvind Thakkar	AFDPT5284M 02208108	Chairperson- Non Executive – Independent	01.08.2006	10	1	-	2
Mr.	Jagdish Valecha	AAAPV6661L 00013070	Executive Director	11.06.1996		1	2 (AC) (SC)	-
Mr.	Dinesh Valecha	AAAPV5458R 00012945	Executive Director	01.08.2005		1	2 (AC) (SC)	-
Mr.	Umesh Valecha	AAAPV5459Q 00012991	Executive Director	01.07.2005		1	-	-

**(II) Composition of Committees**

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non- Executive/ Independent / Nominee)
Audit Committee	Arvind Thakkar Jagdish Valecha Dinesh Valecha	Chairperson Member-Executive Director Member-Executive Director
Nomination & Remuneration Committee	Arvind Thakkar Jagdish Valecha Dinesh Valecha	Chairperson Member-Executive Director Member-Executive Director
Stakeholder's Relationship Committee	Arvind Thakkar Jagdish Valecha Dinesh Valecha	Chairperson Member-Executive Director Member-Executive Director

**(III) Meeting of 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)
14 <sup>th</sup> June, 2016	12 <sup>th</sup> August, 2016	58



#### (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
12.08.2016	No	14 <sup>th</sup> June, 2016	58
Nomination & Remuneration 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
NIL			
Stakeholder's Relationship 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
21.09.2016	YES	29.06.2016	83

#### (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	NO
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	NO 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**

  
**(VIJAY MODI)**  
**COMPANY SECRETARY & LEGAL**



06.10.2016

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**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	No @
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No @
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No @
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	No @
<b>Note</b> 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.  <b>We have complied for the financial year 2014-15. However, in respect of financial year 2015-16:</b>		
@ 46(2)	Ministry of Corporate Affairs (MCA) has granted extension for holding <b>Annual General Meeting</b> for the period of <b>Three (3) months</b> . In the view of the above, our next <b>Annual General Meeting</b> for the financial year ended <b>31<sup>ST</sup>MARCH, 2016</b> will be held on or before <b>29<sup>TH</sup> DECEMBER, 2016</b> .	
@ 18 (1) (d)	Will be informed after Annual General Meeting concluded.	
@ 19(3)	Will be informed after Annual General Meeting concluded.	
@ 34(3)	will be included in the Annual Report for the year 2015-2016 and will be sent to BSE, NSE and shareholders and will be displayed on the website of the Company.	

For VALECHA ENGINEERING LIMITED

(VIJAY MODI)

Company Secretary &amp; Legal