

Ref: VEL/089

05th October, 2017

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

Sub: **COMPLIANCE REPORT ON CORPORATE GOVERNANCE
FOR THE QUARTER ENDED 30.09.2017**

We enclose herewith Compliance Report on Corporate Governance for the Quarter ended **30.09.2017**.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **VALECHA ENGINEERING LIMITED**



(VIJAY MODI)
Company Secretary & Legal

Encl: As above

ANNEXURE -1
CORPORATE GOVERNANCE REPORT

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

Name of Listed entity: **VALECHA ENGINEERING LIMITED**
Quarter ending : 30th September, 2017

(I) Composition of Board of Directors

Title (Mr./ Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non - Executive / Independent / Nominee	Date of Appointme nt in the current term /cessation	Tenure (to be filled only for ID)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership in Audit Committee (AC) / Stakeholder Committee (SC) 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)
Mr.	Arvind Thakkar	AFDPT5284M & 2208108	Chairman- Non-Executive -Independent	01/08/2006	11 Yrs.	1	2	2
Mr.	Jagdish K. Valecha	AAAPV6661L & 0013070	Executive Director	11/06/1996		1	-	-
Mr.	Dinesh H. Valecha	AAAPV5458R & 0012945	Executive Director	01/08/2005		1	-	-
Mr.	Tarun Dutta	AHEPD0600L 07867786	Executive Director	26/06/2017		1	-	-
Mr.	Ketan H. Gandhi	AACPG6369A & 0650579	Non-Executive Director- Independent	22/03/2017	6 months	2	2	-
Mrs.	Sonal V. Jitiya	AUEPS3172P & 00668047	Non-Executive Director-	22/03/2017		1	2	-



(II) Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)
Audit Committee	Arvind Thakkar Ketan Harshadrai Gandhi Sonal Jitiya	Chairperson/ Non-Executive /Independent Director Member-Non-Executive/Independent Director Member-Non-Executive Director
Nomination & Remuneration Committee	Ketan Harshadrai Gandhi Arvind Thakkar Sonal Jitiya	Chairperson/ Non-Executive /Independent Director Member-Non-Executive/Independent Director Member-Non-Executive Director
Stakeholder's Relationship Committee	Arvind Thakkar Ketan Harshadrai Gandhi Sonal Jitiya	Chairperson/ Non-Executive /Independent Director Member-Non-Executive/Independent Director Member-Non-Executive Director

(III) Meeting of the 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)
13.06.2017 26.06.2017	07.08.2017 16.08.2017 21.09.2017	35

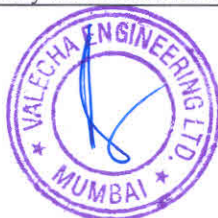
(IV) Meeting of Committee *

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
28.07.2017	Yes	-	119

* This information has to be given for audit committee, for rest of the committees giving this information is optional.

(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	Not Applicable
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	YES
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	YES 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

By order of the Board of Directors of
VALECHA ENGINEERING LIMITED


(VIJAYKUMAR MODI)
COMPANY SECRETARY & LEGAL



Date: 05/10/2017

Place: Mumbai

05.10.2017

ANNEXURE III

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

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	Yes
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)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 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. <ul style="list-style-type: none">Chairman of Audit Committee Mr. Arvind Thakkar resides at London, because of his pre-occupation he was unable to present at the Annual General Meeting		

For VALECHA ENGINEERING LIMITED


(VIJAY MODI)
Company Secretary & Legal

