

Ref:VEL/1025

11th January, 2017

BSE 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
---	--

Dear Sirs,

**Sub: COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR
THE QUARTER ENDED 31.12.2016.**

We enclose herewith Compliance Report on Corporate Governance for
the Quarter ended **31.12.2016**.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For **VALECHA ENGINEERING LIMITED**



(VIJAYKUMAR MODI)
Company Secretary & Legal

Encl: As above

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

Name of Listed entity: **VALECHA ENGINEERING LIMITED**
 Quarter ending : **31st DECEMBER, 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 Directors hip in listed entities including this listed entity (Refer Regulation on 25(1) of Listing Regulations)	Number of membership in Audit Committee (AC) / Stakeholder Committee (SC) including this listed entity (Refer Regulation on 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	AFDPT5284M02208108	Chairperson-Non Executive - Independent	01.08.2006	10 Yrs	1	-	2
Mr.	Jagdish Valecha	AAAPV6661L00013070	Executive Director	11.06.1996		1	-	-
Mr.	Dinesh Valecha	AAAPV5458R00012945	Executive Director	01.08.2005		1	-	-
Mr.	Kailas Chandore	AGQPC8782P07644193	Non-Executive Director	27.09.2016	3 months	1	2 (AC) (SC))	-
Mrs.	Ashmi Sheth	CVDPS2820N07644493	Non-Executive Director	27.09.2016	3 months	1	2 (AC) (SC)	-

(II) Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive/ Independent / Nominee)
Audit Committee	Arvind Thakkar Kailas Chandore Ashmi Sheth	Chairperson Member-Non-Executive Director Member-Non-Executive Director
Nomination & Remuneration Committee	Arvind Thakkar Kailas Chandore Ashmi Sheth	Chairperson Member-Non-Executive Director Member-Non-Executive Director
Stakeholder's Relationship Committee	Arvind Thakkar Kailas Chandore Ashmi Sheth	Chairperson Member-Non-Executive Director Member-Non-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)
12 th August, 2016 27 th September, 2016	5 th November, 2016 1 st December, 2016	38 days



(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
1 st December, 2016	Yes	12 th August, 2016	110
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
27.09.2016	Yes	-	
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
09.11.2016	YES	21.09.2016	
21.12.2016	YES	27.09.2016	41 days

* 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	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	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

FOR VALECHA ENGINEERING LIMITED

(Signature)
(VIJAYKUMAR MODI)
COMPANY SECRETARY & LEGAL

