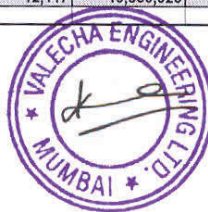


**CLAUSE 35 OF EQUITY LISTING AGREEMENT**
**(I) (a) Statement showing Shareholding Pattern**
**VALECHA ENGINEERING LIMITED**
**Scrip Code : 532389**
**Scrip Symbol : VALECHEN**
**Class of Security : Equity**
**Quarter End :31-DEC-2014**

Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by Promoter / Promoters Group	0	0.00	0.00
Held by public	0	0.00	0.00
<b>Total</b>			
Outstanding convertible securities:-	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by Promoter / Promoters Group	0	0.00	
Held by public	0	0.00	0.00
<b>Total</b>			
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by Promoter / Promoters Group	0	0.00	0.00
Held by public	0	0.00	0.00
<b>Total</b>	0	0.00	0.00
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>		<b>0</b>	

Category code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)=(VIII) / (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	5	581,624	581,624	2.98	2.98	0	0.00
(b)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	2	7,779,105	7,779,105	39.83	39.83	2,929,504	37.66
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any other (specify)							
(i)	Persons Acting in Concert	19	1,007,614	1,007,614	5.16	5.16	0	0.00
(ii)	Companies Acting in Concert	1	424	424	0.00	0.00	0	0.00
	<b>Sub-Total (A) (1)</b>	<b>27</b>	<b>9,368,767</b>	<b>9,368,767</b>	<b>47.97</b>	<b>47.97</b>	<b>2,929,504</b>	<b>31.27</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (2)</b>							
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>27</b>	<b>9,368,767</b>	<b>9,368,767</b>	<b>47.97</b>	<b>47.97</b>	<b>2,929,504</b>	<b>31.27</b>
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>						N.A	N.A
(a)	Mutual Funds / UTI	2	10,012	0	0.05	0.05		
(b)	Financial Institutions / Banks	2	960	960	0.00	0.00		
(c)	Central Government / State Governments(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	1	699,772	699,772	3.58	3.58		
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (Specify)							
(i)	Foreign Institutional Investors - DR	1	371,250	371,250	1.90	1.90		
	<b>Sub-Total (B) (1)</b>	<b>6</b>	<b>1,081,994</b>	<b>1,071,982</b>	<b>5.54</b>	<b>5.54</b>		
<b>(2)</b>	<b>Non-Institutions</b>							
(a)	Bodies Corporate	461	1,577,479	1,518,123	8.08	8.08		
(b)	Individuals							
(i)	Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	11,569	3,974,257	3,791,933	20.35	20.35		
(ii)	Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	53	3,226,841	3,085,768	16.52	16.52		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (Specify)							
(i)	Trust	0	0	0	0.00	0.00		
(ii)	Directors & their relatives	1	300,687	300,687	1.54	1.54		
	<b>Sub-total (B) (2)</b>	<b>12,084</b>	<b>9,079,264</b>	<b>8,696,511</b>	<b>46.49</b>	<b>46.49</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>12,090</b>	<b>10,161,258</b>	<b>9,768,493</b>	<b>52.03</b>	<b>52.03</b>		
	<b>TOTAL (A)+(B)</b>	<b>12,117</b>	<b>19,530,025</b>	<b>19,137,260</b>	<b>100.00</b>	<b>100.00</b>		
<b>(C)</b>	<b>Shares held by Custodians against which DRs are issued (GDR)</b>							
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00		
(2)	Public	0	0	0	0.00	0.00		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>12,117</b>	<b>19,530,025</b>	<b>19,137,260</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>





CLAUSE 35 OF EQUITY LISTING AGREEMENT  
VALECHA ENGINEERING LIMITED

(1) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Scrip Code : 532389 Scrip Symbol : VALECHEN Class of Security : Equity  
Quarter ended :31-DEC- 2014

Sr. No. (i)	Name of the Shareholder (ii)	Details of Shares Held		Encumbered Shares			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (xii)
		Number of Shares held (iii)	As a % of grand total (A)+(B)+(C) (iv)	No. (v)	As a percentage (vi)=(v)/(iii)* 100	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a) (vii)	Number of warrants held (viii)	As a % total number of warrants of the same class (ix)	Number of convertible securities held (x)	As a % total number of convertible securities of the same class (xi)	
1	ALKA VASUDEV VALECHA	7,775	0.04	0	0.00	0.00	0	0.00	0	0.00	0.04
2	BELA MADANIL VALECHA	143,100	0.73	0	0.00	0.00	0	0.00	0	0.00	0.73
3	BHAVANA R VALECHA	82,850	0.42	0	0.00	0.00	0	0.00	0	0.00	0.42
4	DINESH VALECHA	2,812	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
5	DINESH H VALECHA - KARTA FOR HARIAM PYARELAL VALECHA (HUF)	4,500	0.02	0	0.00	0.00	0	0.00	0	0.00	0.02
6	GEETA DINESH VALECHA	337	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
7	GEETA PRAKASH VALECHA	33,625	0.17	0	0.00	0.00	0	0.00	0	0.00	0.17
8	GOPALDAS LILARAM VALECHA	179,000	0.92	0	0.00	0.00	0	0.00	0	0.00	0.92
9	GOPALDAS VASUDEV CONSTRUCTION PVT.LTD.	424	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
10	JAGDISH KISHANCHAND VALECHA (HUF)	118,000	0.60	0	0.00	0.00	0	0.00	0	0.00	0.60
11	JAGDISH KISHANCHAND VALECHA	50,625	0.26	0	0.00	0.00	0	0.00	0	0.00	0.26
12	K P VALECHA (HUF)	131,000	0.67	0	0.00	0.00	0	0.00	0	0.00	0.67
13	KAPIL JAGDISH VALECHA	99,000	0.51	0	0.00	0.00	0	0.00	0	0.00	0.51
14	KARAN JAGDISH VALECHA	100,000	0.51	0	0.00	0.00	0	0.00	0	0.00	0.51
15	KAVITA VASUDEV VALECHA	11,362	0.06	0	0.00	0.00	0	0.00	0	0.00	0.06
16	LATA VASUDEV VALECHA	6,199	0.03	0	0.00	0.00	0	0.00	0	0.00	0.03
17	MADANIL LILARAM VALECHA	405,225	2.07	0	0.00	0.00	0	0.00	0	0.00	2.07
18	PAVITRA RAMCHANDRA VALECHA	43,000	0.22	0	0.00	0.00	0	0.00	0	0.00	0.22
19	RAMCHAND HEMANDAS VALECHA	133,979	0.69	0	0.00	0.00	0	0.00	0	0.00	0.69
20	SHARDA HARIAM VALECHA	10,125	0.05	0	0.00	0.00	0	0.00	0	0.00	0.05
21	UMESH HARIAM VALECHA	2,587	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
22	VALECHA INVESTMENT PRIVATE LTD.	7,779,105	39.83	0	0.00	0.00	0	0.00	0	0.00	39.83
23	VANITA S VALECHA	15,025	0.08	0	0.00	0.00	0	0.00	0	0.00	0.08
24	VASUDEV PYARELAL VALECHA (HUF)	9,112	0.05	0	0.00	0.00	0	0.00	0	0.00	0.05
TOTAL		9,368,767	47.97	0	0.00	0.00	0	0.00	0	0.00	47.97



(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the Shareholder	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement	Details of warrants		Details of Convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	MAHESH AWATRAI BHOJWANI	742,485	3.80	0	0.00	0	0.00	3.80
2	GENERAL INSURANCE CORPORATION OF INDIA	699,772	3.58	0	0.00	0	0.00	3.58
3	ALAY KUMAR KAYAN	448,914	2.30	0	0.00	0	0.00	2.30
4	ORANGE MAURITIUS INVESTMENTS LIMITED	371,250	1.90	0	0.00	0	0.00	1.90
5	ARVIND MAGANLAL THAKKAR	300,687	1.54	0	0.00	0	0.00	1.54
6	DARSHANA UMAKANT REGE	300,000	1.54	0	0.00	0	0.00	1.54
7	ATUL UMAKANT REGE HUF	200,000	1.02	0	0.00	0	0.00	1.02
	<b>TOTAL</b>	<b>3,063,108</b>	<b>15.68</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>15.68</b>

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company

Sr. No.	Name(s) of the Shareholder(s) and the Persons acting in Concert (PAC) with them	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement	Details of warrants		Details of Convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	<b>TOTAL</b>							

(I)(d) Statement showing details of locked-in-shares

Sr. No.	Name of the Shareholder	Number of locked-in shares	Locked-in shares as a (%) percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)	Promoter / Promoter Group / Public
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1	<b>TOTAL</b>		N.A.	
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(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)
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1	<b>TOTAL</b>		N.A.	
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(II) (b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter group' are in excess of 1% of the total number of shares					
Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I)(a) above)	
TOTAL				N.A.	





Name of the Company : VALECHA ENGINEERING LIMITED

Scrip Code : 532389

Quarter ended :31-DEC- 2014

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.

Category code (I)	Category of Shareholder (II)	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(A)	<b>Shareholding of Promoter and Promoter Group</b>						
(1)	<b>Indian</b>						
(a)	Individuals / Hindu Undivided Family						
(b)	Central Government / State Governments(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions / Banks						
(e)	Any Other (Trust)						
	<b>Sub-Total (A) (1)</b>	0	0	0	0.00	0.00	0.00
(2)	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	<b>Sub-Total (A) (2)</b>	0	0	0	0.00	0.00	0.00
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	0	0	0	0.00	0.00	0.00
(B)	<b>Public Shareholding</b>						
(1)	<b>Institutions</b>						
(a)	Mutual Funds / UTI						
(b)	Financial Institutions / Banks						
(c)	Central Government / State Governments(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	<b>Sub-Total (B) (1)</b>	0	0	0	0.00	0.00	0.00
(2)	<b>Non-Institutions</b>						
(a)	Bodies Corporate						
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh						
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh						
(c)	Any Other (specify)						
i	Trusts						
ii	Foreign Corporate Bodies						
	<b>Sub-total (B) (2)</b>	0	0	0	0.00	0.00	0.00
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	0	0	0	0.00	0.00	0.00
	<b>TOTAL (A)+(B)</b>	0	0	0	0.00	0.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	<b>GRAND TOTAL (A)+(B)+(C)</b>	0	0	0	0.00	0.00	0.00

Note

Only one class of Securities is issued by the Company, hence column (III) (a) is not applicable

