

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 : 30-JUNE-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 | | | |
| Total | | | | | | | | |
| 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 | | | |
| Total | | | | | | | | |
| 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 | | | |
| Total | | 0 | 0.00 | | 0.00 | | | |
| Total paid-up capital of the company assuming full conversion of warrants and convertible securities | | 0 | | | | | | |
| 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 |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | | |
| (1) | Indian | | | | | | | |
| (a) | Individuals / Hindu Undivided Family | 5 | 591,624 | 591,624 | 3.03 | 3.03 | 0 | 0.00 |
| (b) | Central Government / State Governments(s) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (c) | Bodies Corporate | 2 | 7,825,424 | 7,825,424 | 40.84 | 40.07 | 0 | 0.00 |
| (d) | Financial Institutions / Banks | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (e) | Any other (specify) | | | | | | | |
| (ii) | Promoter Group | 19 | 1,010,135 | 1,010,135 | 5.17 | 5.17 | 0 | 0.00 |
| | Sub-Total (A) (1) | 26 | 9,427,183 | 9,427,183 | 48.27 | 48.27 | 0 | 0.00 |
| (2) | Foreign | | | | | | | |
| (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 |
| | Sub-Total (A) (2) | | | | | | | |
| | Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2) | | | | | | | |
| | | 26 | 9,427,183 | 9,427,183 | 48.27 | 48.27 | 0 | 0.00 |
| (B) | Public Shareholding | | | | | | | |
| (1) | Institutions | | | | | | | |
| (a) | Mutual Funds / UTI | 2 | 10,012 | 0 | 0.05 | 0.05 | | |
| (b) | Financial Institutions / Banks | 1 | 180 | 180 | 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) | | | | | | | |
| (a) | Foreign Institutional Investors - DR | 1 | 371,250 | 371,250 | 1.90 | 1.90 | | |
| | Sub-Total (B) (1) | 5 | 1,081,214 | 1,071,202 | 5.54 | 5.54 | | |
| (2) | Non-Institutions | | | | | | | |
| (a) | Bodies Corporate | 477 | 1,514,982 | 1,455,626 | 7.76 | 7.76 | | |
| (b) | Individuals | | | | | | | |
| (i) | Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh | 11,851 | 3,989,227 | 3,804,592 | 20.43 | 20.43 | | |
| (ii) | Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh | 53 | 3,130,010 | 2,988,937 | 16.03 | 16.03 | | |
| (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 | 2 | 387,409 | 387,409 | 1.98 | 1.98 | | |
| | Sub-total (B) (2) | 12,383 | 9,021,628 | 8,636,564 | 46.19 | 46.19 | | |
| | Total Public Shareholding (B) = (B)(1)+(B)(2) | 12,388 | 10,102,842 | 9,707,766 | 51.73 | 51.73 | | |
| | TOTAL (A)+(B) | 12,414 | 19,530,025 | 19,134,949 | 100.00 | 100.00 | | |
| (C) | Shares held by Custodians against which DRs are issued (GDR) | | | | | | | |
| (1) | Promoter and Promoter Group | 0 | 0 | 0 | | 0.00 | | |
| (2) | Public | 0 | 0 | 0 | | 0.00 | | |
| | GRAND TOTAL (A)+(B)+(C) | 12,414 | 19,530,025 | 19,134,949 | 0.00 | 100.00 | 0 | 0.00 |



CLAUSE 35 OF EQUITY LISTING AGREEMENT

VALECHA ENGINEERING LIMITED

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

Scrp Code : 532389 Scrip Symbol : VALECHEN

Class of Security : Equity

Quarter ended : 30-JUNE- 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 | 8,775 | 0.04 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| 2 | BELA MADANLAL VALECHA | 143,100 | 0.73 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.73 |
| 3 | BHAVANA R VALECHA | 82,850 | 0.42 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.42 |
| 4 | DINESH VALECHA | 2,812 | 0.01 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.01 |
| 5 | DINESH H VALECHA - KARTA FOR HARIRAM PYARELAL VALECHA (HUF) | 4,500 | 0.02 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.02 |
| 6 | GEETA DINESH VALECHA | 337 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| 7 | GEETA PRAKASH VALECHA | 33,625 | 0.17 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.17 |
| 8 | GOPALDAS LILARAM VALECHA | 191,000 | 0.98 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.98 |
| 9 | GOPALDAS VASUDEV CONSTRUCTION PVT.LTD. | 424 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| 10 | JAGDISH KISHANCHAND VALECHA (HUF) | 118,000 | 0.60 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.60 |
| 11 | JAGDISH KISHANCHAND VALECHA | 50,625 | 0.26 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.26 |
| 12 | K P VALECHA (HUF) | 131,000 | 0.67 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.67 |
| 13 | KAPIL JAGDISH VALECHA | 99,000 | 0.51 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.51 |
| 14 | KARAN JAGDISH VALECHA | 100,000 | 0.51 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.51 |
| 15 | KAVITA VASUDEV VALECHA | 12,362 | 0.06 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.06 |
| 16 | LATA VASUDEV VALECHA | 7,199 | 0.04 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.04 |
| 17 | MADANLAL LILARAM VALECHA | 405,225 | 2.07 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 2.07 |
| 18 | PAVITRA RAMCHANDRA VALECHA | 43,000 | 0.22 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.22 |
| 19 | RAMCHAND HEMANDAS VALECHA | 131,500 | 0.67 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.67 |
| 20 | SHARDA HARIRAM VALECHA | 10,125 | 0.05 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.05 |
| 21 | UMESH HARIRAM VALECHA | 2,587 | 0.01 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.01 |
| 22 | VALECHA INVESTMENT PRIVATE LTD. | 7,825,000 | 40.07 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 40.07 |
| 23 | VANITA S VALECHA | 15,025 | 0.08 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.08 |
| 24 | VASUDEV PYARELAL VALECHA (HUF) | 9,112 | 0.05 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.05 |
| TOTAL | | 9,427,183 | 48.27 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 48.27 |



| (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 | | | | | | | | | |
|---|--|-----------------------|---|---|---------------------------------------|--|-----------------------------------|-------------|--|
| 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 BHOIWANI | 742,485 | 3.80 | 0 | 0.00 | 0 | 0.00 | 0.00 | 3.80 |
| 2 | GENERAL INSURANCE CORPORATION OF INDIA | 699,772 | 3.58 | 0 | 0.00 | 0 | 0.00 | 0.00 | 3.58 |
| 3 | AJAY KUMAR KAVAN | 448,914 | 2.30 | 0 | 0.00 | 0 | 0.00 | 0.00 | 2.30 |
| 4 | ORANGE MAURITIUS INVESTMENTS LIMITED | 371,250 | 1.90 | 0 | 0.00 | 0 | 0.00 | 0.00 | 1.90 |
| 5 | ARVIND MAGANLAL THAKKAR | 300,687 | 1.54 | 0 | 0.00 | 0 | 0.00 | 0.00 | 1.54 |
| 6 | DARSHANA UMAKANT REGE | 300,000 | 1.54 | 0 | 0.00 | 0 | 0.00 | 0.00 | 1.54 |
| 7 | ATUL UMAKANT REGE HUF | 200,000 | 1.02 | 0 | 0.00 | 0 | 0.00 | 0.00 | 1.02 |
| | TOTAL | 3,083,108 | 15.68 | 0 | 0.00 | 0 | 0.00 | 0.00 | 15.68 |

| (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 | | | | | | | | | |
|--|---|-----------------------|---|---|---------------------------------------|--|-----------------------------------|--|--|
| 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 | | | | | | | | | |
| | TOTAL | | | | | | | | |

| (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) |
| 1 | | | |
| | TOTAL | | |

| (III) (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 |
| 1 | | | |
| | TOTAL | | |

| (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 |
| 1 | | | |
| | TOTAL | | |



(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) |
|----------------|-----------------------|---|---|---|
| -----N.A.----- | | | | |
| TOTAL | | | | |



Name of the Company : VALECHA ENGINEERING LIMITED

Scrip Code : 532389

Quarter ended : 30-JUNE- 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) | Shareholding of Promoter and Promoter Group | | | | | | |
| (1) | Indian | | | | | | |
| (a) | Individuals / Hindu Undivided Family | | | | | | |
| (b) | Central Government / State Governments(s) | | | | | | |
| (c) | Bodies Corporate | | | | | | |
| (d) | Financial Institutions / Banks | | | | | | |
| (e) | Any Other (Trust) | | | | | | |
| | Sub-Total (A) (1) | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| (2) | Foreign | | | | | | |
| (a) | Individuals (Non-Resident Individuals / Foreign Individuals) | | | | | | |
| (b) | Bodies Corporate | | | | | | |
| (c) | Institutions | | | | | | |
| (d) | Any Other (specify) | | | | | | |
| | Sub-Total (A) (2) | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| | Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2) | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| (B) | Public Shareholding | | | | | | |
| (1) | Institutions | | | | | | |
| (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) | | | | | | |
| | Sub-Total (B) (1) | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| (2) | Non-Institutions | | | | | | |
| (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 | | | | | | |
| | Sub-total (B) (2) | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| | Total Public Shareholding (B) = (B)(1)+(B)(2) | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| | TOTAL (A)+(B) | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | 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

