

Ref: NSE/LIST/77245

June 21, 2016

The Company Secretary
Elecon Engineering Company Limited
Anand-Sojitra Road,
Vallabh Vidyanagar
Gujarat- 388120

Kind Attn.: Mr. Parthiv Parikh

Dear Sir,

Sub: Observation letter for draft Scheme of Amalgamation of Elecon EPC Projects Limited (Transferor Company) into Elecon Engineering Company Limited (Transferee Company) and their respective shareholders and creditors under section 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013.

This has reference to draft Scheme of Amalgamation of Elecon EPC Projects Limited (Transferor Company) into Elecon Engineering Company Limited (Transferee Company) and their respective shareholders and creditors under section 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 submitted to NSE vide your letter dated May 03, 2016.

Based on our letter reference no Ref: NSE/LIST/75059 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with Regulation 94(2) of SEBI (LODR) Regulations, 2015, SEBI has vide letter dated June 20, 2016 has given following comments on the draft Scheme of Amalgamation:

a. *"The Company shall duly comply with various provisions of the Circulars."*

We hereby convey our 'No-objection' with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon'ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from June 21, 2016, within which the Scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

1.



- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Hspj Kamlesh Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm