

Date: 10th May, 2016

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub.: Reply to Queries in respect of Application dated 3rd May, 2016 filed with BSE Ltd. for approval of the Scheme of Amalgamation between Elecon EPC Projects Limited with Elecon Engineering Company Limited.

With reference to the captioned subject, we would like to submit the following documents/clarifications:

Sr. No.	Particulars	Reply/Clarification														
1	Certified true copy of the resolution passed by the Board of Directors of the transferor company.	Attached as Annexure A														
2	Please provide the TDS confirmation on the fees paid.	We had deducted 10% TDS on the fees payment after including the service tax @ 14% & Swach Bharat Tax 0.50%. The details working of the same is as under:- <table border="1" data-bbox="922 1216 1430 1503"> <thead> <tr> <th>Particulars</th> <th>Amount in ₹</th> </tr> </thead> <tbody> <tr> <td>Fees</td> <td>1,00,000</td> </tr> <tr> <td>S.T @ 14%</td> <td>14,000</td> </tr> <tr> <td>S.B.T @ 0.50%</td> <td>500</td> </tr> <tr> <td>Total</td> <td>1,14,500</td> </tr> <tr> <td>Less - TDS @ 10.00%</td> <td>11,450</td> </tr> <tr> <td>Demand Draft Amt.</td> <td>1,03,050</td> </tr> </tbody> </table>	Particulars	Amount in ₹	Fees	1,00,000	S.T @ 14%	14,000	S.B.T @ 0.50%	500	Total	1,14,500	Less - TDS @ 10.00%	11,450	Demand Draft Amt.	1,03,050
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Demand Draft Amt.	1,03,050															
3	We are unable to view the scheme and related documents on the website as per the requirement of SEBI Circular. Please provide the same.	The scheme. related documents are uploaded on the Company website at the following destination: Elecon Website (www.elecon.com) > Investor > Corporate Announcements > Other filings with Stock Exchange.														



Cranes



Rubber Industry



Marine Industry



Plastic Industry



Power Industry



Steel Industry



Sugar Industry

Mining



Cement Industry



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4	Kindly submit the hardcopies of the documents along with payment.	The hardcopies of the documents along with payment are already submitted and the acknowledge copy of the letter is attached as Annexure B
5	On the Listing Center, click on "Add Company" button and provide the details of transferor company thereat.	The details of transferor company are given on Listing Center.
6	Provide scheme details in short on the field provided on Listing Center.	The details of scheme in short are given on Listing Center.

Request you to take the same on your records.

Yours faithfully,

For Elecon Engineering Company Limited



Parthiv Parikh
Company Secretary

Encl.: As above



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EXTRACT OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON TUESDAY, 26TH APRIL, 2016 AT 4.15 P.M. AND ADJOURNED ON WEDNESDAY, 27TH APRIL, 2016 AT 11.00 A.M. AT CONFERENCE HALL, MADHUBHAN RESORT AND SPA, VALLABH VIDYANAGAR – 388 120.

To approve Scheme of Amalgamation of the Company with Elecon Engineering Company Limited and the Scheme of Arrangement:-

This Scheme (as defined hereinafter) envisages the amalgamation of Elecon EPC Projects Limited ('EEPL') into Elecon Engineering Company Limited ('EECL'), resulting in consolidation of the business in one entity and strengthening the position of the merged entity, by enabling it to harness and optimize the synergies of the two companies. Accordingly, it would be in the best interests of the Transferor Company and the Transferee Company and their respective shareholders and creditors. The proposed amalgamation of EEPL into EECL is in line with the global trends to achieve size, scale, integration and greater financial strength and flexibility and in the interests of maximizing shareholders value. The merged entity is likely to achieve higher long-term financial returns than could not be achieved by the companies individually. The Transferor Company and the Transferee Company believe that the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies, productivity gains, and logistic advantages, thereby significantly contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that this Scheme shall benefit the respective companies and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- i. Enable Transferee Company to use the resources of Transferor Company and vis-a-versa and generate synergy in operations in long term;
- ii. The consolidated entity would be able to utilize its full potential and leverage on the combined financial strength as well as optimize the use of resources for the purpose of future growth;
- iii. Reduction of overheads and other expenses, facilitate administrative convenience and ensure optimum utilization of available services and resources.



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