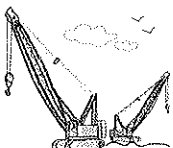


Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation of Elecon EPC Projects Limited with Elecon Engineering Company Limited**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes, BSE has been chosen as designated stock exchange for coordinating with SEBI. Board resolution approving BSE as designated stock exchange is attached with the application.
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes, Annexure 2
2.b	Valuation Report from Independent Chartered Accountant	Yes, Annexure 3
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes, Annexure 4
2.d	Fairness opinion by merchant banker	Yes, Annexure 5
2.e	Pre and post amalgamation shareholding pattern of Transferor and Transferee Company	Yes, Annexure 6
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of Transferor and Transferee Company;	Yes, Annexure 7
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Yes, Annexure 8
2.h	Complaints Report	Will be submitted within 7 days after expiry of 21 days from the date of filing this application with the stock exchanges
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	Not applicable since Transferee Company is already a listed company



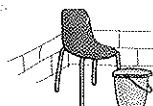
Cranes



Rubber Industry



Marine Industry



Plastic Industry



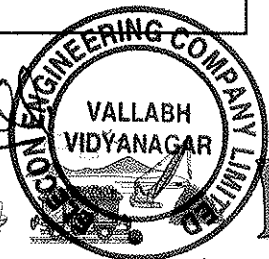
Power Industry



Steel Industry



Sugar Industry



Mining



Cement Industry

**Gearing industries. Gearing economies.**

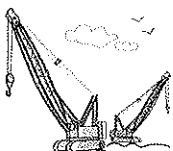
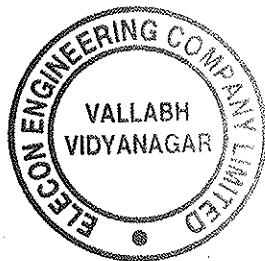
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes. Public shareholding in Elecon Engineering Company Limited, the Transferee Company, post amalgamation will be 41.42%
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes, Elecon Engineering Company Limited will not issue/reissue any shares, not covered under the draft scheme.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Complied
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not applicable

For Elecon Engineering Company Limited



Parthiv Parikh  
 Company Secretary

Date: 3<sup>rd</sup> May 2016



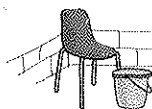
Cranes



Rubber Industry



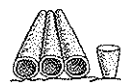
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