

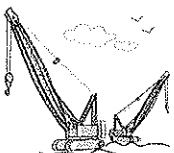
To,
 The General Manager,
 Department of Corporate Services,
 BSE Limited,
 P.J. Towers, Dalal Street,
 Mumbai - 400 001.

Dear Sir,

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:

- a) The proposed scheme of amalgamation is to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393, it shall disclose:
 - i) The pre and post-amalgamation (expected) capital structure and shareholding pattern and
 - ii) The "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report.
 - iv) The observation letter issued by the stock exchanges
- c) The draft scheme of amalgamation together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder: www.elecon.com



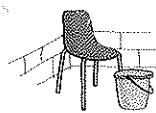
Cranes



Rubber Industry



Marine Industry



Plastic Industry



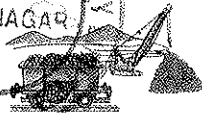
Power Industry



Steel Industry



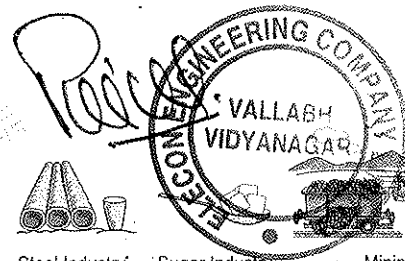
Sugar Industry



Mining



Cement Industry



Gearing industries. Gearing economies.

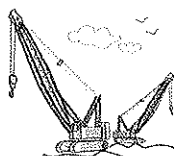
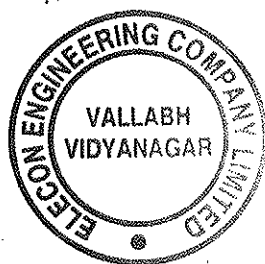
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/ Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation.

For Elecon Engineering Company Limited



**Parthiv Parikh
Company Secretary**

Date: 3rd May, 2016



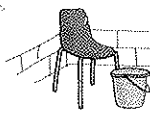
Cranes



Rubber Industry



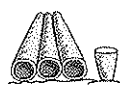
Marine Industry



Plastic Industry



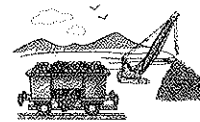
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To,
 The General Manager,
 Department of Corporate Services,
 NSE Limited,
 Plot no. C/1, G Block,
 Bandra-Kurla Complex, Bandra (E),
 Mumbai - 400 051.

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- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/ Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation.

For Elecon Engineering Company Limited



Parthiv Parikh
Company Secretary

Date: 2nd June, 2016



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