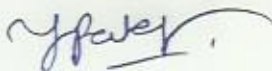


**AUDITOR'S CERTIFICATE**

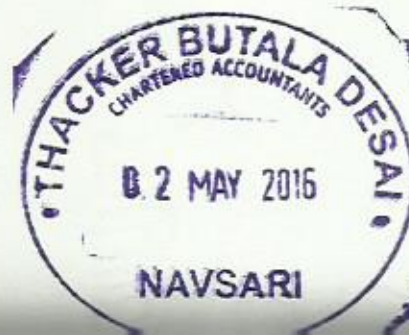
To,  
The Board of Directors,  
**Elecon Engineering Co. Limited**  
Anand Sojitra Road,  
Vallabh Vidyanagar - 388120

1. We, **Thacker Butala Desai** Chartered Accountants (Firm Registration No. 110864W), the statutory auditors of **Elecon Engineering Company Limited** ("Elecon" or "the Company") having its Registered Office at Anand-Sojitra Road, Vallabh Vidyanagar 388 120, have examined the proposed "Scheme of Amalgamation between **Elecon EPC Projects Limited** ("Elecon EPC") and **Elecon Engineering Company Limited** and their respective shareholders under section 391 to 394 and other applicable provisions of the Companies Act, 1956 (the "Proposed Scheme") for merger of Elecon EPC with Elecon having "appointed date" as 30<sup>th</sup> March 2015. We have examined the annexed "Statement of Computation of Provisional Pre-merger and Post-merger Net worth of Elecon as certified by the Company.
  2. The Management of the Company is responsible for the maintenance of proper books of account and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the Statement and drawing up the financial statements of the Company for the period ended 31<sup>st</sup> March 2015.
  3. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of the audited financial statements of the Company, the Proposed Scheme and other relevant records and documents maintained by the Company and did not include the evaluation of the adherence by the Company with all the applicable guidelines. We conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India.
  4. On the basis of our verification and examination of the Proposed Scheme and according to the information and explanations provided to us by the Management of the Company, we state that we have examined the annexed Statement as prepared by the Company with:
    - The audited financial statements of Elecon EPC for the period ended 31<sup>st</sup> March 2015;
    - The audited financial statements of the Company for the period ended 31<sup>st</sup> March 2015;
    - a certified copy of the Proposed Scheme as approved by the Board of Directors of the Company at its meeting held on 27<sup>th</sup> April 2016;
    - and the information and explanations given to us;
- and, found the statement in accordance therewith.
5. This Certificate is issued solely as per the requirements of the stock exchange for filing along with the Proposed Scheme, which had been approved by the Board of Directors of the Company on 27<sup>th</sup> April 2016 and should not be considered for any other purpose without our prior written consent.

For Thacker Butala Desai  
Chartered Accountants



**Yatin Patel ( Partner )**  
Membership No. 122676  
Firm Regi. No. 110864W



Place: Navsari  
Date: 02/05/2016

(Annexure)

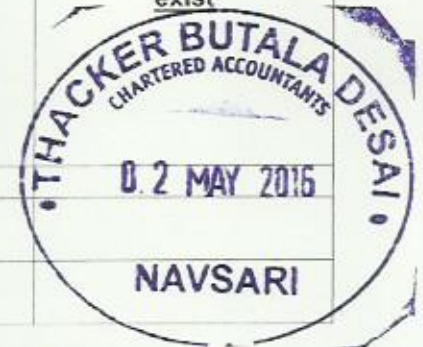
**Statement of Computation of Provisional Pre-merger and Post-merger Net worth of the Company as on 31<sup>st</sup> March 2015**

Particulars	Rs.in Lacs	
	Prior to giving effect To the Proposed Scheme	After giving effect to the Proposed Scheme
<b>Share Capital:</b>		
Equity - Issued & Paid up	2,178.72	2,244.00
<b>Reserves &amp; surplus:</b>		
Capital reserve	-	9,016.62
Securities Premium Account	2,878.14	2,878.14
Debenture Redemption Reserve	-	-
Revaluation Reserve	-	-
General Reserve	42,632.76	42,632.76
Foreign currency monetary item translation difference	-	-
Surplus in Statement of Profit and Loss	3,349.35	3,349.35
Less: Revaluation Reserve	-	-
<b>Reserves and Surplus (Excluding Revaluation Reserve)</b>	<b>48,860.25</b>	<b>57,876.87</b>
<b>Net Worth (Excluding Revaluation Reserve)</b>	<b>51,038.97</b>	<b>60,120.87</b>

**Statement of Computation of Pre-merger Net worth of Elecon EPC Projects Limited as on 31<sup>st</sup> March 2015.**

Particulars	Rs.in Lacs	
	Prior to giving effect To the Proposed Scheme	After giving effect to the Proposed Scheme
<b>Share Capital:</b>		
Equity - Issued & Paid up	44.66	
Preference - Issued & Paid up	12,732.00	
<b>Reserves &amp; surplus:</b>		
Capital reserve	-	
Securities Premium Account	-	
Debenture Redemption Reserve	-	
Revaluation Reserve	-	
General Reserve	7,179.38	
Foreign currency monetary item translation difference	-	
Surplus in Statement of Profit and Loss	1,894.33	
<b>Total Reserves &amp; Surplus</b>		
Less: Revaluation Reserve	-	
<b>Reserves and Surplus (Excluding Revaluation Reserve)</b>	<b>9,073.71</b>	
<b>Net Worth (Excluding Revaluation Reserve)</b>	<b>21,850.37</b>	

Not Applicable since company ceases to exist



## Notes:

- The aforesaid computation has been made solely as per the requirements of the stock exchange for filing along with the Proposed Scheme between the Company and Elecon EPC and their respective shareholders which had been approved by the Board of Directors of the Company on 27<sup>th</sup> April 2016 and is not to be considered for any other purpose. The proposed scheme is pending other statutory approvals.
- The figures stated above have been arrived at on the basis of figures extracted from the audited financial statements of the Company as at 31<sup>st</sup> March 2015.
- Net Worth has been computed in accordance with Purchase Method of accounting provided in Accounting Standard - 14 and Clause 12 of the Scheme having regard to carrying amount of assets and liabilities of EEPL and EECL as on 31<sup>st</sup> March 2015. Post-merger, net worth of EECL would undergo a change when assets and liabilities of EEPL would be recorded considering their fair values subsequent to the proposed scheme being approved by the Hon'ble High Court of Gujarat.
- No adjustments for any event after 31<sup>st</sup> March 2015 that may affect the net worth of the Company as on that date, has been considered since the aforesaid computation has been made for the limited purpose of filing the same along with the Proposed Scheme as per the requirements of the stock exchange.