

S.R. Batliboi & Co. LLP
Chartered Accountants
14th Floor, The Ruby
29, Senapati Bapat Marg
Mumbai 400 028

Natvarlal Vepari & Co.
Chartered Accountants
Oricon House
4th floor, 12 K Dubash Marg
Mumbai 400 023

Board of Directors
Gammon Infrastructure Projects Limited
Gammon House,
Veer Savarkar Marg,
Prabhadevi
Mumbai 400025

Auditors' Certificate

- 1) This certificate is issued in accordance with the terms of our agreement dated August 22, 2013.
- 2) The attached undertaking ("the Undertaking"), has been signed by the Company Secretary of Gammon Infrastructure Projects Limited ("the Company" or "GIPL") on the behalf of Board of Directors, in term stating the reasons for non applicability of Paragraph 5.16 (a) of circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities Exchange Board of India ("SEBI") (hereinafter referred to as the "Circular") in relation to the proposed scheme of amalgamation under section 391 to 394 of the Companies Act, 1956, has been prepared pursuant to the requirements of paragraph 5.16 (b) of the Circular in connection with its proposed scheme of arrangement between GIPL, Pravara Renewable Energy Limited ("PREL") and their respective shareholders (hereinafter referred to as the "Scheme") We have initialled the Undertaking for identification purpose only. We have relied on the above Undertaking and performed no further procedures in this regard.

Management's Responsibility for the Undertaking

- 3) The Undertaking is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme.
- 4) The Management is also responsible for ensuring that the Company complies with the requirements of the Circular and the Companies Act, 1956 in relation to the Proposed Scheme and for providing all the information to the SEBI, BSE Limited and National Stock Exchange of India Limited (together referred to as "Stock Exchanges").

Auditors' Responsibility

- 5) Pursuant to the Circular, it is our responsibility to examine the Proposed Scheme and certify whether the requirements set out in Paragraph 5.16 (a) of the Circular, as stated in the Undertaking, are applicable to the Proposed Scheme.
- 6) We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the aforesaid arrangement /scheme other than the matters referred to in the said certificate.



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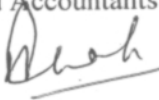
Conclusion

- 7) On the basis of verification of the Undertaking given by the Company and according to the information, explanations and specific representations received by us from the management, we certify that the conditions prescribed in paragraph 5.16 (a) of the SEBI Circular dated February 4, 2013 read with Point no. 7 of the Revised SEBI Circular dated May 21, 2013 (in relation to the voting by public shareholders) are not applicable to the Proposed arrangement based on the following grounds:
- The draft arrangement does not envisage any issue of shares or payment of other consideration by GIPL;
 - The Scheme does not involve any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group; and
 - Pravara Renewable Energy Limited ('PREL') is a wholly owned subsidiary of the Company. None of the shares of PREL were acquired by paying any consideration in cash or in kind in the past to any of the shareholders of PREL who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company.

Restrictions on Use

- 8) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
- 9) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to file its application with the Stock Exchanges and should not be used by any other person or for any other purpose. Natvarlal Vepari & Co. and S.R. Batliboi & Co. LLP neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For S.R. Batliboi & Co. LLP
ICAI Firm registration no.: 301003E
Chartered Accountants


per Hemal Shah
Partner
Membership No.: 42650



Place: Mumbai
Date: September 3, 2013



For Natvarlal Vepari & Co.
ICAI Firm Registration no.: 106971W
Chartered Accountants


N Jayendran
Partner
Membership No.: 40441



Place: Mumbai
Date: September 3, 2013



Undertaking

In connection with the proposed scheme of amalgamation ('Scheme') of Pravara Renewable Energy Limited ('PREL') with Gammon Infrastructure Projects Limited ('the Company'), we undertake and confirm that Para 5.16 (a) inserted in Securities and Exchange Board of India ('SEBI') circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 vide SEBI circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 is not applicable to the Scheme, as the Scheme does not fall under any of the cases (i) to (iii) of the said Para 5.16(a); for the following reasons:

- (i) Under the Scheme no additional shares are proposed to be allotted to anyone as it is an amalgamation of a wholly owned subsidiary with the Company;
- (ii) The Scheme does not involve any other entity involving Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the Company; and
- (iii) Pravara Renewable Energy Limited is a wholly owned subsidiary of the Company. None of the shares of PREL were acquired by paying any consideration in cash or in kind in the past to any of the shareholders of PREL who are Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the company.

For Gammon Infrastructure Projects Limited

G. Sathis Chandran
Company Secretary

