



talati & talati

Chartered Accountants

TO WHOMSOEVER IT MAY CONCERN

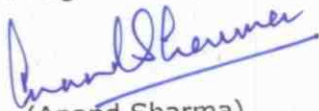
AUDITORS' CERTIFICATE

1. We, the Statutory Auditors of A/A Engineering Limited, 115, GVMM Estate, Odhav Road, Odhav, Ahmedabad – 382410 (“**Transferee Company**”) have examined the proposed Scheme of Amalgamation under Section 391 to 394 of the Companies Act, 1956 between the Transferee Company and DCPL Foundries Limited, 115, GVMM Estate, Odhav Road, Odhav, Ahmedabad – 382410 (“**Transferor Company**”) and their respective Shareholders and creditors (“**the Scheme**”) which has been recommended by the Audit Committee and approved by the Board of Directors of the Transferee Company at their respective meetings held on Tuesday, the 24th September 2013.
2. Based on our examination and according to the information and explanation given to us, we note that the Scheme entails the amalgamation of the Transferor Company, a Wholly-owned subsidiary of the Company with the Transferee Company with the consequent dissolution without winding up of the Transferor Company.
3. We further note that, as a result of the amalgamation, the shares of the Transferor Company held by the Transferee Company shall stand cancelled, with no issuance of shares or payments of other consideration by the Transferee Company. Accordingly no valuation process is applicable to the transactions contemplated by the aforesaid Scheme.
4. In view of a Wholly-owned Subsidiary is being merged with the Parent and no shares will be issued or no consideration will be paid by the Transferee Company to the shareholders of the Transferor Company, hence approval of the shareholders through postal ballot and e-voting will not be required and is not applicable to the Company as per Para 5.16 (a) of the SEBI Circular dated 4th February 2013.
5. This certificate is issued at the request of the Transferee Company in accordance with Clause 24(f) of the Listing Agreement for onward submission to the Stock Exchanges [Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE)] and should not be used for any other purpose without our prior written consent.

Place: Ahmedabad
Date: 24.09.2013



For Talati & Talati
Chartered Accountants
Firm Reg. No. 110758W


(Anand Sharma)
Partner
Mem. No. 129033



AIA Engineering Ltd.

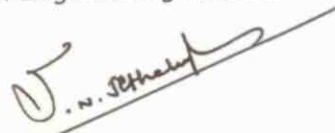
CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN THEIR MEETING HELD IN AHMEDABAD ON 24th SEPTEMBER 2013 IN AHMEDABAD:

"RESOLVED THAT pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, an undertaking certified by M/s. Talati & Talati, Chartered Accountants and Statutory Auditors of the Company certifying that in view of a Wholly-owned Subsidiary is being merged with the Parent and no shares will be issued or no consideration will be paid by the Transferee Company to the shareholders of the Transferor Company, approval of the shareholders through postal ballot and e-voting will not be required and is not applicable, a copy of the said certificate placed before the meeting duly initialed by the Chairman be and is hereby approved."

"RESOLVED FURTHER THAT Mr. Bhadresh K. Shah, Managing Director, Mr. Yashwant M. Patel, Whole-time Director, Mr. Kunal D. Shah, Executive Director (Finance) and Mr. S. N. Jetheliya, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things, in the name of, and for and on behalf of the Company, as may be necessary for the purpose of giving effect to this resolution."

Certified True Copy
For AIA Engineering Limited




(S. N. Jetheliya)
Company Secretary

An ISO 9001 Certified Company

Regd. Office : 115, G.V.M.M. Estate, Odhav Road, Ahmedabad - 382410. Gujarat, India.
Tel. : +91 79 22901078 | Fax : 91 79 22901077 | www.aiaengineering.com