

DCS/AMAL-Part B/ND/138/2017-18

May 08, 2017

The Company Secretary
Pneumatic Holdings Ltd
Survey No. 13,
156 Kothrud ,
Pune 411038

Dear Sir,

Sub: Scheme of Arrangement between Kirloskar Pneumatic Company Limited, Kirloskar Roadrailer Limited and Pneumatic Holdings Limited.

We refer to the Order of Hon'ble NCLT pertaining to the Scheme of Arrangement filed by the Company in compliance with Part II (A)(2), Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

SEBI vide its letter dated May 04, 2017 has given its comments on the approved Scheme of Arrangement as per Annexure I (copy attached).

The comments communicated in the above SEBI letter refer to inter alia:

- a)"Documents submitted by the company have been noted."
- b)" Stock Exchanges is advised to ensure compliance with the said circulars."
- c)"Please note that the submission of documents/information in accordance with the circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted."

You are requested to take note of the same.

Yours faithfully,



Nitin Pujari
Manager

Encl: as above.

MD



Assistant General Manager
Corporation Finance Department
Division of Issues and Listing

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भारतीय प्रतिभूति
और विनिमय बोर्ड
Securities and Exchange
Board of India

CFD/DIL/NR/RK/10162/2017

May 4, 2017

Shri Nitin Pujari
Manager,
Bombay Stock Exchange Ltd.
Floor 25, P J Towers, Dalal Street,
Mumbai – 400 001

Sir,

Sub: Comments on Scheme of arrangement between Kirloskar Pneumatic Company limited, Kirloskar RoadRailer Limited and Pnematic Holdings Limited

1. This has reference to your letter DCS/AMAL/ND137/2017-18 dated April 25, 2017, whereby you have forwarded the documents pertaining to Scheme of arrangement between Kirloskar Pneumatic Company limited, Kirloskar RoadRailer Limited and Pnematic Holdings Limited in compliance with Part II, Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.
2. Documents submitted in this regard have been noted.
3. Stock exchanges are advised to ensure compliance with the said Circulars.
4. Please note that the submission of documents/information in accordance with the Circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Yours faithfully,

Rajeev Kumar

CC:

Shri Kamlesh Patel
Manager,
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

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