


KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

Enriching Lives

October 20, 2016

To,
 Listing Department
 BSE Limited
 Phiroze Jeejeebhoy Towers
 Dalal Street, Fort,
 Mumbai 400 001

Dear Sir(s),

Sub: Application under Clause 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement and Amalgamation between Kirloskar RoadRailer Limited and Pneumatic Holdings Limited and Kirloskar Pneumatic Company Limited and their respective shareholders ("Scheme")

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme of Amalgamation and Arrangement 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, the rules, regulations and guidelines made under these Acts, and the provisions of the Securities and Exchange Board of India (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 of the Companies Act, it shall disclose:
 - i) the pre and post arrangement (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker
 - iii) The Complaint report
 - iv) The observation letter issued by the stock exchange
- c) The draft Scheme of Arrangement together with all documents mentioned in Para 9(d) of Annexure I of SEBI Circular bearing reference No. CIR/CFD/CMD/16/2015 dated 30 November 2015 has been disseminated on company's website as per Website link: <http://www.kirloskarkpcl.com/html/investorrelations/amalgamation.htm>






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- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) 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.
- f) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the drat scheme only if the votes cast by the public shareholders in favour of the proposal is more than the number of votes cast by the public shareholders against it.
- 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 and Arrangement

Thanking you,

Yours faithfully,
FOR KIRLOSKAR PNEUMATIC COMPANY LIMITED


Jitendra R. Shah
Company Secretary
Membership No. 17243

