



KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

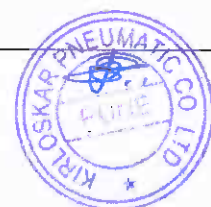
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Particulars	Transferee Company	Transferor Company I	Transferor Company II
Name of the company	Kirloskar Pneumatic Company Limited	Kirloskar RoadRailer Limited	Pneumatic Holdings Limited
Date of Incorporation & details of name changes, if any	<p>a. Originally incorporated as 'Khosla Compressors Pvt. Ltd.' on 8th November, 1974</p> <p>b. The name of the Company was changed to 'K. G. Khosla Compressors Pvt. Ltd.' on 12th August, 1975</p> <p>c. The name of the Company was changed to 'K. G. Khosla Compressors Ltd.' on 15th December, 1976</p> <p>d. The name of the Company was changed to 'Kirloskar Pneumatic Company Ltd.' on 4th June, 2002</p>	<p>17th July, 2008</p> <p>There has been no change in the name of the Company since incorporation.</p>	<p>16th September, 2014</p> <p>There has been no change in the name of the Company since incorporation.</p>
Registered Office	Hadapsar Industrial Estate, Pune 411013	Hadapsar Industrial Estate, Pune 411013	Survey No 13, 156 Kothrud, Pune 411038



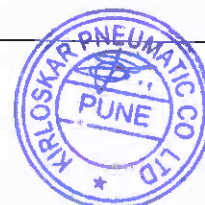


Brief particulars of the scheme	<p>This Scheme of Amalgamation and Arrangement ("Scheme") provides for:</p> <p>Amalgamation of Kirloskar RoadRailer Limited ("KRL") (Company Registration Number: 132445 and having Corporate Identification Number: U35990PN2008PLC132445 incorporated under the Companies Act, 1956 (as defined hereinafter 'Act') on 17th July, 2008 and Pneumatic Holdings Limited ("PHL") (Company Registration Number: 152566 and having Corporate Identification Number: L65993PN2014PLC152566 incorporated under the Companies Act, 2013 (as defined hereinafter) on 16th September, 2014 with Kirloskar Pneumatic Company Limited ("KPCL") (Company Registration Number: 110307 and having Corporate Identification Number: L29120PN1974PLC110307 incorporated under the Act on 8th November, 1974) pursuant to Sections 391 to 394 of the Act and other provisions of the Companies Act, 2013 as may be applicable.</p>
Rationale for the scheme	<p>The amalgamation of the Transferor Companies with the Transferee Company would <i>inter alia</i> have the following benefits:</p> <ul style="list-style-type: none"> (a) The amalgamation of the Transferor Company I with the Transferee Company shall integrate RoadRailer manufacturing technology with RoadRailer service operations thereby providing complete business solution. (b) The amalgamation of the Transferor Company I with the Transferee Company shall provide greater financial strength to the RoadRailer service operations. (c) The amalgamation of the Transferor Companies with the Transferee Company shall create a diversified company having a portfolio of manufacturing and service businesses. (d) The amalgamation of the Transferor Company II with the Transferee Company will result in an increase in the public float of the Transferee Company's shares by approximately 15%. This will in turn increase the trading stock of the shares of the Transferee Company. (e) Increase in the public float and trading stock of the shares of the Transferee Company will positively impact the liquidity of the shares of the Transferee Company.



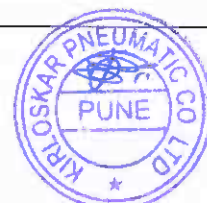


	<p>(f) The amalgamation will result in the promoter group of the Transferee Company directly holding shares in the Transferee Company, which will lead not only to simplification of the shareholding structure and reduction of shareholding tiers but also demonstrate the promoter group's direct commitment to and engagement with the Transferee Company.</p> <p>(g) Pursuant to the Scheme, all the shareholders of the Transferor Company II will get shares of the Transferee Company and there will be no change in economic interest for any of the shareholder of the Transferee Company pre and post scheme.</p> <p>(h) Pursuant to the scheme number of shares in the paid-up share capital of the Transferee Company shall remain same, thus not affecting economic interest of other shareholders of the Transferee Company.</p> <p>(i) Cost savings are expected to flow from more focused operational efforts, standardisation and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses.</p> <p>(j) The amalgamation of the Companies shall result in achieving economies of scale.</p>		
Date of resolution passed by the Board of Director of the company approving the scheme	October 20, 2016	October 20, 2016	October 20, 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	October 20, 2016	Not Applicable	October 20, 2016



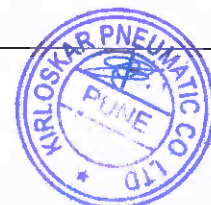


Appointed Date	1 st April, 2016		
Name of Exchanges where securities of the company are listed	1. BSE Limited	Not Applicable	1. BSE Limited; 2. National Stock Exchange of India Limited
Nature of Business	The Transferee Company is engaged in the business of manufacturing and selling air, gas and refrigeration compressors and packages thereof, hydraulic & mechanical transmission including gears and gear box and RoadRailer equipments.	The Transferor Company I is presently setting up business of carrying on multimodal transport business using RoadRailer technology of the Transferee Company	The main operations of Transferor Company II are that of Investment and majority of the Investments of the Company are in the nature of strategic Investments in Kirloskar group companies and leasing. The main source of revenue for the Company presently is in the form of dividends.
Capital before the scheme	Authorized Share Capital 15,000,000 Equity Shares of Rs. 10/- each. Issued Subscribed and paid-up Share Capital 12,844,338 Equity Shares of Rs. 10/- each.	Authorized Share Capital 15,000,000 Equity Shares of Rs. 10/- each. Issued Subscribed and paid-up Share Capital Fully Paid-up: 100,000 equity shares of Rs. 10/- each.	Authorized Share Capital 7,500,000 equity shares of Rs.10/- each. Issued Subscribed and paid-up Share Capital 5,288,718 equity shares of Rs.10/- each.





		Partly Paid Up : 14,900,000 Equity Shares of Rs 10/- each Rs 5/- paid	
No. of shares to be issued	<p>For the Amalgamation of KRL with KPCL; KPCL will not issue and allot any equity shares to the shareholders of KRL as KRL is a wholly-owned subsidiary of KPCL.</p> <p>For the Amalgamation of PHL with KPCL: 53 (Fifty Three) equity shares of Rs. 10 each will be issued by KPCL to the shareholders of PHL as consideration for every 40 (Forty) shares held in PHL.</p>		
Cancellation of shares on account of cross holding, if any	<p>PHL presently holds 54.45% of KPCL.</p> <p>On Amalgamation of PHL with KPCL, the equity shares held by PHL as on that date in KPCL shall stand cancelled and accordingly, the paid-up equity share capital of KPCL shall stand reduced to that extent.</p>	-	-
Capital after the scheme	<p>Authorized Share Capital</p> <p>37,500,000 Equity Shares of Rs. 10/- each</p> <p>Issued Subscribed and paid-up Share</p>	-	-



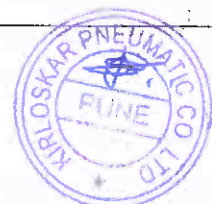


	Capital 12,844,338 Equity Shares of Rs. 10/- each		
Net Worth :	(Rs. In Lakhs)	(Rs. In Lakhs)	(Rs. In Lakhs)
Pre	321,53	4,13	137,07
Post	338,38	Nil	Nil
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Firm Name: M/s. SSPA & Co. (Chartered Accountants) Firm Registration Number: 128851W		
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Refer Annexure 4		
Fair value per shares	Refer Annexure 4		
Exchange ratio	For the amalgamation of PHL with KPCL: "53 (Fifty Three) equity shares of KPCL of Rs. 10 each fully paid up for every 40 (Forty) equity shares of PHL of Rs. 10 each fully paid up"		





Name of Merchant Banker giving fairness opinion	Inga Capital Private Limited					
Shareholding pattern (as on 30/09/2016)	Pre	Post	Pre	Post	Pre	Post
	No. of Shares & %	No. of holding & %	No. of Shares & %	No. of holding & %	No. of Shares & %	No. of Shares & %
Promoter	8719699 67.89%	6806452 52.99%	15000000 100.00%	Nil	3834673 72.51%	Nil
Public	4124639 32.11%	6037886 47.01%	Nil	Nil	1454045 27.49%	Nil
Custodian	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	12844338 100.00%	12844338 100.00%	15000000 100.00%	Nil	5288718 100.00%	Nil
No of shareholders	17369	28943	7	Nil	12024	Nil
Names of the Promoters	Refer Annexure A attached to this document		Kiloskar Pneumatic Company Ltd.		Refer Annexure B attached to this document	
Names of the Board of Directors	Refer Annexure 17A		Refer Annexure 17B		Refer Annexure 17C	





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Details regarding change in management control if any	No change	Not Applicable	Not Applicable
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For Kirloskar Pneumatic Company Limited

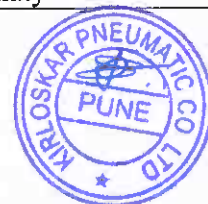
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Authorised Signatory



**Name of Promoter and Promoter Group of Kirloskar Pneumatic Company Limited
as on 30 September 2016**

1. Mr. Atul C. Kirloskar	41. Kirloskar Corrocoat Private Limited
2. Mr. Sanjay C. Kirloskar	42. The Kolhapur Steel Limited
3. Mr. Rahul C. Kirloskar	43. Kirloskar Systech Limited
4. Mr. Gautam A. Kulkarni	44. Koppal Mines & Minerals Private Limited
5. Mr. Vikram S. Kirloskar	45. Mahila Udyog Limited
6. Mrs. Jyotsna Kulkarni	46. VikramGeet Investments and Holdings Private Limited
7. Mrs. Arti Kirloskar	47. Kirloskar Systems Limited
8. Mrs. Alpana Kirloskar	48. Achyut & Neeta Holdings & Finance Private Limited
9. Mrs. Mrinalini Kirloskar	49. Sri. Harihareshwara Finance and Investments Private Limited
10. Mrs. Suman Kirloskar	50. Kirloskar Brothers Limited
11. Mrs. Roopa Gupta	51. Kirloskar Ferrous Industries Limited
12. Mrs. Geetanjali Kirloskar	52. Kothrud Power Equipments Limited
13. Mrs. Neeta Kulkarni	53. Kairi Investments LLC
14. Kirloskar Oil Engines Limited	54. Kirloskar DMCC (Formerly Kirloskar JLT)
15. Ms. Aditi Kirloskar	55. Snow Leopard Technology Ventures LLP
16. Ms. Gauri Kirloskar	56. VSK Holdings Private Limited
17. Mrs. Pratima Kirloskar	57. Snow Leopard Momentum LLP
18. Mr. Alok Kirloskar	58. Kloudworks Consulting Services Limited
19. Ms. Rama Kirloskar	59. Lakeland Universal Limited, BVI
20. Ms. Alika Kirloskar	60. Joburg Industrial Trading (SA) (PTY) Limited
21. Mr. Aman Kirloskar	61. Takshasila Hospital Operating Private Limited
22. Mr. Nihal Kulkarni	62. Kirloskar Roadrailer Limited
23. Mr. Ambar Kulkarni	63. Mr. Christopher Leigh Kolenaty
24. Ms. Mansi Kirloskar	64. Mrs. Shruti N. Kulkarni
25. Asara Sales & Investments Private Limited	65. Mrs. Komal A. Kulkarni
26. Better Value Holdings Private Limited	66. Ms. Gargi N. Kulkarni
27. G. G. Dandekar Machine Works Limited	67. Master Talen A. Kulkarni
28. Kirloskar Chillers Private Limited	68. Ms. Anika N. Kulkarni
29. Kirloskar Integrated Technologies Limited	69. Ms. Pia Christopher Kolenaty
30. Pneumatic Holdings Limited	70. Mr. Akshay Sahani
31. Kirloskar Industries Limited	71. CARiQ Technologies Private Limited
32. Navsai Investments Private Limited	72. Snow Leopard Global Technology, LLP
33. Cees Investments and Consultants Private Limited	73. Kirloskar Energen Private Limited,
34. Kirloskar Proprietary Limited	74. KOEL Americas Corp., USA
35. Green Tek Systems (India) Limited	75. Maya Kolenaty
36. Alpak Investments Private Limited	
37. Prakar Investments Private Limited	
38. Good brands for a healthy life Private Limited	
39. Expert Quality Cloud Information Technology Private Limited	
40. Karad Projects and Motors Limited	



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