

Ref: NSE/LIST/6127

December 04, 2014

The Asst. Company Secretary
Kirloskar Oil Engines Limited
Laxmanrao Kirloskar Road,
Khadki, Pune- 411003.

Kind Attn.: Ms. Smita Raichurkar

Dear Madam,

Sub: Observation letter for draft Composite Scheme of Arrangement and Amalgamation between Kirloskar Brothers Investments Limited and Pneumatic Holdings Limited and Kirloskar Oil Engines Limited and their respective shareholders and creditors.

This has reference to draft Composite Scheme of Arrangement and Amalgamation between Kirloskar Brothers Investments Limited and Pneumatic Holdings Limited and Kirloskar Oil Engines Limited submitted to NSE vide your letter dated September 29, 2014.

Based on our letter reference no Ref: NSE/LIST/3260 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated December 02, 2014, has given following comments on the draft Composite Scheme of Arrangement and Amalgamation:

“1. The Company shall make necessary amendment in sub clause 33.4 of the draft scheme of arrangement to give effect to submission made vide email dated October 20, 2014 regarding voting by public shareholders of Kirloskar Brothers Investments Limited and Kirloskar Oil Engines Limited through postal ballot and e-voting.

2. The Company shall duly comply with various provisions of the Circulars.”

Accordingly, we do hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon’ble High Court.

However, the listing of equity shares of Pneumatic Holdings Limited on the National Stock Exchange India Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013. Further, Pneumatic Holdings Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authorities and Rules, Byelaws and Regulations of the Exchange.

The Company should also fulfil the Exchange’s criteria for listing such company and also comply with other applicable statutory requirements. However, the listing of shares of Pneumatic Holdings Limited is at the discretion of the Exchange.

The listing of Pneumatic Holdings Limited, pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:



1. To submit the Information Memorandum containing all the information about Pneumatic Holdings Limited and its group companies in line with the disclosure requirements applicable for public through website of the Company.
2. To publish an advertisement in the newspaper containing all the information about Pneumatic Holdings Limited in line with the details required as per SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.
3. To disclose all material information about Pneumatic Holdings Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in Listing Agreement for disclosure about the subsidiaries.
4. The following provision shall be incorporated in the scheme:
 - (a) “The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.”
 - (b) “There shall be no change in the shareholding pattern or control in Pneumatic Holdings Limited between the record date and the listing which may affect the status of this approval.”

However, the Exchange reserves its rights to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from December 04, 2014, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,
For National Stock Exchange of India Limited

Kamlesh Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm