



KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Enriching Lives

UNDERTAKING

To whom so ever it may concern

This is with reference to the proposed Scheme of Amalgamation of Kirloskar Systech Limited (Transferor / a wholly owned subsidiary company) with Kirloskar Brothers Limited (Transferee / Holding Company) and their respective shareholders (Scheme).

We hereby confirm that as on the date of application under clause 24(f) of the Listing Agreement, i.e. on October 26, 2015, there were no outstanding warrants/instruments/ agreements which give right to any person to take the equity shares in Kirloskar Brothers Limited (transferee entity), at any future date.

For Kirloskar Brothers Limited

Sandeep Phadnis

Company Secretary

Pune: December 14, 2015



KIRLOSKAR BROTHERS LIMITED

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December 10, 2015

To,

BSE Scrip Code – 500241)

The General Manager,
BSE Limited
Dept. of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Ref.: Letter from the Chairman of the Audit and Finance Committee dated October 06, 2015

Sub.: Clarification (Application under Cl.24(f) dated October 26, 2015, regarding Scheme of Amalgamation of Kirloskar Systech Limited with Kirloskar Brothers Limited and their respective shareholders)

Dear Sir / Madam,

With reference to the above subject, please note that since there was no requirement of 'Valuation Report' as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, the Audit and Finance Committee of the Board of Directors of Kirloskar Brothers Limited considered, reviewed and recommended the subject scheme for approval to the Board, by passing a circular resolution dated October 3, 2015 and authorized any of its members to issue a certificate, letter or any other communication conveying its recommendation to the said scheme to any regulatory or other authority, as may be required. Accordingly, we have submitted a letter conveying its recommendation of the said Scheme dated October 06, 2015, addressed to BSE Limited, signed by the Chairman of the Audit Committee.

Since there was no recommendation report as such, we request you to consider the above referred letter as a report of the Audit Committee.

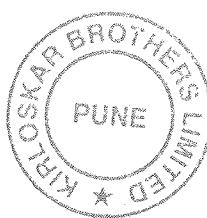
For your ready reference, we are once again enclosing herewith a copy of the said letter.

You are requested to take this clarification on record and do the needful at the earliest.

Thanking you,

Yours faithfully,
For Kirloskar Brothers Limited

Sandeep Phadnis
Company Secretary



Encl.: As above



KIRLOSKAR BROTHERS LIMITED
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October 06, 2015

To

(BSE Scrip Code – 500241)
Kind Attn : Mr. Sanjeev Kapoor
BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Dear Sir / Madam,

Sub.: Recommendation of the draft Scheme of Amalgamation of Kirloskar Systech Limited (Transferor / Amalgamating Company) with Kirloskar Brothers Limited (Transferee / Amalgamated Company) with their respective shareholders

With reference to above subject, the Audit and Finance Committee of the Board of Directors of Kirloskar Brothers Limited, has considered and reviewed the draft scheme and recommends the same for approval by the stock exchange / Securities Exchange Board of India (SEBI).

The Committee has noted that since the Scheme involves amalgamation of Kirloskar Systech Limited, a wholly owned subsidiary company with the Company, and no further issue of shares, the Valuation Report from an independent Chartered Accountant is not applicable as per para 4 of SEBI circular No. CIR/CFD/DIL/8/2013, dated May 21, 2013, in the present scheme being submitted to the Stock Exchange for approval.

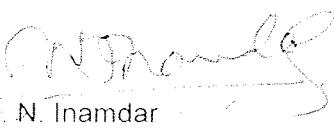
As the present scheme does not envisage any change in the existing shareholding pattern of the Transferee Company and hence in our opinion no Fairness opinion by the Merchant Banker is required.

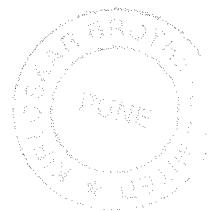
You are requested to take this on record and do the needful at the earliest.

Thanking you,

Yours faithfully,

For Kirloskar Brothers Limited


S. N. Inamdar
Chairman of the Audit and Finance Committee





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This is with reference to the proposed Scheme of Amalgamation of Kirloskar Systech Limited (Transferor / a wholly owned subsidiary company) with Kirloskar Brothers Limited (Transferee / Holding Company) and their respective shareholders (Scheme).

In this respect, we undertake that the proposed Scheme would be altered before it being filed with the Hon'ble High Court of the Judicature of Bombay, to the effect that

1. The Scheme will be sanctioned by public shareholders of the Transferee Company by voting through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution.
2. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

For Kirloskar Brothers Limited

Sandeep Phadnis
Company Secretary

Pune: December 9, 2015

Registered Office: Udyog Bhavan, Tilak Road, Pune 411 002, India. Tel: +91 20 2444 0770; Fax: +91 20 2444 0156

Corporate Office: Yamuna' S. No. 98/3 to 7, Baner, Pune 411 045

Tel: +91 20 2721 4444; Email: kblin@kbl.co.in Website: www.kirloskarpumps.com

CIN: L29113PN1920PLC000670



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Complaints Report as per Clause 5.13 of the Securities Exchange Board of India circular No. (CIR/CFD/DIL/5/2013) dated February 04, 2013 pertaining to Scheme of Amalgamation of Kirloskar Systech Limited (Transferor / Amalgamating Company) with Kirloskar Brothers Limited (Transferee / Amalgamated Company) and their respective shareholders:

Part A

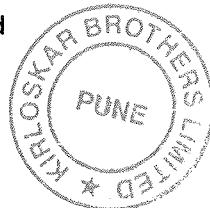
Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NIL
5.	Number of complaints pending	NIL

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable	Not Applicable	Not Applicable
2.	Not Applicable	Not Applicable	Not Applicable
3.	Not Applicable	Not Applicable	Not Applicable

For Kirloskar Brothers Limited


Sandeep Phadnis
Company Secretary



Pune : November 27, 2015