



## KIRLOSKAR BROTHERS INVESTMENTS LIMITED

Enriching Lives

8<sup>th</sup> December, 2011

The Manager  
Listing Department  
National Stock Exchange Limited  
Exchange Plaza, C-1, Blog G,  
Bandra Kurla Complex  
Bandra East  
Mumbai 400 051

Ref: Stock Code – KBIL

Subject: Disclosures under Regulation 10 (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

Please find enclosed herewith disclosures under Regulation 10 (6), Report to Stock Exchange in respect of acquisition as per the Regulation 10 (1) (d) (iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 of the following target Company's,

1. Kirloskar Oil Engines Limited
2. Kirloskar Ferrous Industries Limited
3. Kirloskar Industries Limited

Kindly take the same on your records.

Thanking you.

For Kirloskar Brothers Investments Limited

Aniket Deshpande  
Asst. Company Secretary



Encl. as above



# KIRLOSKAR BROTHERS INVESTMENTS LIMITED

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**Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|   |                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                 |                         |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| 1 | Name of the Target Company (TC)                                                                                                                                                                                                                                           | Kirloskar Oil Engines Limited                                                                                                                                                                                                                                                                                   |                         |
| 2 | Name of the acquirer(s)                                                                                                                                                                                                                                                   | Kirloskar Brothers Investments Limited                                                                                                                                                                                                                                                                          |                         |
| 3 | Name of the stock exchange where shares of the TC are listed                                                                                                                                                                                                              | Bombay Stock Exchange (BSE)<br>National Stock Exchange (NSE)                                                                                                                                                                                                                                                    |                         |
| 4 | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.                                                                                                                                                                          | Transfer as per the Scheme of Amalgamation of Pooja Credits Private Limited with Kirloskar Brothers Investments Limited and their respective Shareholders, approved by the Hon'ble High Court, Bombay vide its order dated 18 <sup>th</sup> of November, 2011 effective from 5 <sup>th</sup> of December, 2011. |                         |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                                          | Regulation 10 (1) (d) (iii)                                                                                                                                                                                                                                                                                     |                         |
| 6 | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>-<br>whether disclosure was made and<br>whether it was made within the timeline specified under the regulations.<br>-<br>Date of filing with the stock exchange. | No                                                                                                                                                                                                                                                                                                              |                         |
| 7 | Details of Acquisition                                                                                                                                                                                                                                                    | Disclosure required to be made                                                                                                                                                                                                                                                                                  | Whether the disclosures |



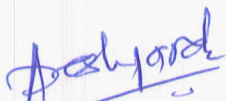


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|   |                                        |                        |                                      |                                          |                                      |
|---|----------------------------------------|------------------------|--------------------------------------|------------------------------------------|--------------------------------------|
|   |                                        | under regulation 10(5) |                                      | under regulation 10(5) are actually made |                                      |
|   |                                        | Not Applicable         |                                      | Not Applicable                           |                                      |
| 8 | Shareholding details                   | Pre-Transaction        |                                      | Post-Transaction                         |                                      |
|   |                                        | No. of Shares held     | % w. r. t. total Share Capital of TC | No. of Shares held                       | % w. r. t. total Share Capital of TC |
|   | Kirloskar Brothers Investments Limited | 6,32,13,292            | 43.41                                | 7,59,64,859                              | 52.16                                |

For Kirloskar Brothers Investments Limited

  
Aniket Deshpande  
Asst. Company Secretary



Date: ~~18~~ 8<sup>th</sup> December 2011

Place: Pune



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**Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|   |                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                 |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Name of the Target Company (TC)                                                                                                                                                                                                                                  | Kirloskar Ferrous Industries Limited                                                                                                                                                                                                                                                                            |
| 2 | Name of the acquirer(s)                                                                                                                                                                                                                                          | Kirloskar Brothers Investments Limited                                                                                                                                                                                                                                                                          |
| 3 | Name of the stock exchange where shares of the TC are listed                                                                                                                                                                                                     | Bombay Stock Exchange                                                                                                                                                                                                                                                                                           |
| 4 | Details of the transaction including rationale, if any, for the transfer/acquisition of shares.                                                                                                                                                                  | Transfer as per the Scheme of Amalgamation of Pooja Credits Private Limited with Kirloskar Brothers Investments Limited and their respective Shareholders, approved by the Hon'ble High Court, Bombay vide its order dated 18 <sup>th</sup> of November, 2011 effective from 5 <sup>th</sup> of December, 2011. |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                                 | Regulation 10 (1) (d) (iii)                                                                                                                                                                                                                                                                                     |
| 6 | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- Date of filing with the stock exchange. | No                                                                                                                                                                                                                                                                                                              |





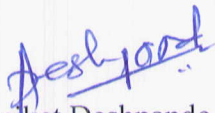
## KIRLOSKAR BROTHERS INVESTMENTS LIMITED

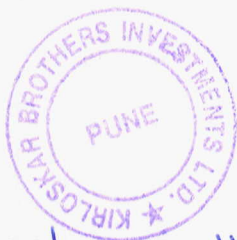
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|   |                                        |                                                       |                                      |                                                                  |                                      |
|---|----------------------------------------|-------------------------------------------------------|--------------------------------------|------------------------------------------------------------------|--------------------------------------|
| 7 | Details of Acquisition                 | Disclosure required to be made under regulation 10(5) |                                      | Whether the disclosures under regulation 10(5) are actually made |                                      |
|   |                                        | Not Applicable                                        |                                      | Not Applicable                                                   |                                      |
| 8 | Shareholding details                   | Pre-Transaction                                       |                                      | Post-Transaction                                                 |                                      |
|   |                                        | No. of Shares held                                    | % w. r. t. total Share Capital of TC | No. of Shares/Warrants held                                      | % w. r. t. total Share Capital of TC |
|   | Kirloskar Brothers Investments Limited | 0                                                     | 0.00                                 | 38,00,000 (Shares)                                               | 2.77                                 |
|   |                                        | 0                                                     | 0.00                                 | 18,00,000* (Warrants)                                            | 0.89*                                |

\* Percentage as to total Paid-up capital of the Target Company assuming full conversion of warrants.

For Kirloskar Brothers Investments Limited

  
Aniket Deshpande  
Asst. Company Secretary



Date: 8<sup>th</sup> of December 2011

Place: Pune



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|   |                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                 |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Name of the Target Company (TC)                                                                                                                                                                                                                                  | Kirloskar Industries Limited                                                                                                                                                                                                                                                                                    |
| 2 | Name of the acquirer(s)                                                                                                                                                                                                                                          | Kirloskar Brothers Investments Limited                                                                                                                                                                                                                                                                          |
| 3 | Name of the stock exchange where shares of the TC are listed                                                                                                                                                                                                     | Bombay Stock Exchange (BSE)<br>National Stock Exchange (NSE)                                                                                                                                                                                                                                                    |
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| 7 | Details of Acquisition                 | Disclosure required to be made under regulation 10(5) |                                      | Whether the disclosures under regulation 10(5) are actually made |                                      |
|   |                                        | Not Applicable                                        |                                      | Not Applicable                                                   |                                      |
| 8 | Shareholding details                   | Pre-Transaction                                       |                                      | Post-Transaction                                                 |                                      |
|   |                                        | No. of Shares held                                    | % w. r. t. total Share Capital of TC | No. of Shares held                                               | % w. r. t. total Share Capital of TC |
|   | Kirloskar Brothers Investments Limited | 100                                                   | 0.00                                 | 200                                                              | 0.00                                 |

For Kirloskar Brothers Investments Limited

Aniket Deshpande  
Asst. Company Secretary



Date: 8th December 2011

Place: Pune