



KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

Enriching Lives

SEC & LEG/ 34

July 30, 2020
Through online portal

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400 001
Scrip Code – 505283

Kind Atten.: Ms. Bharti Bhambwani, Corporate Relationship Manager

Dear Madam,

Sub.: Results of the Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 22 and 20 of Companies (Management and Administration) Rules, 2014 and MCA General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the approval of the Shareholders was sought for the following resolutions, as detailed in the Postal Ballot Notice dated June 25, 2020:

- 1) Re-appointment of Mr Krishnamurti Venkataramanan (DIN 00001647) as an Independent Director;
- 2) Re-appointment of Mrs Nalini Venkatesh (DIN 06891397) as an Independent Director;
- 3) Appointment of Mr K Srinivasan (DIN 00088424) as an Independent Director.

Further, this is to inform you that the Shareholders of the Company have passed all the aforesaid resolutions with requisite majority.

Please find enclosed herewith the voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's report pursuant to Section 108 of the Companies Act, 2013 read with aforementioned Rules and MCA Circulars.

You are requested to kindly take the same on record and oblige.

Yours faithfully,
For Kirloskar Pneumatic Company Limited

Aditya Kowshik
Managing Director
DIN 00228983
Encl.: As above





SVD & Associates

Company Secretaries

503, Ashok Sankul - II, Range Hill Road, Pune - 411 007
Ph. 8484035465, E-mail: deulkarcs@gmail.com

Date: 30th July, 2020

To,
The Chairman
Kirloskar Pneumatic Co. Ltd.,
Pune.

Subject: Report on the voting process of the postal ballot through electronic mode [herein after referred to as the 'postal ballot(s)'] pursuant to notice of postal ballot dated 25th June, 2020.

Dear Sir,

I, CS. Sridhar Mudaliar, Partner of SVD & Associates, thank you for appointing us as Scrutinizers for conducting the voting process of the postal ballot on the resolutions as mentioned in the captioned postal ballot notice of Kirloskar Pneumatic Co. Ltd. ('the Company').

The postal ballots received by the Company upto Tuesday, 28th July, 2020 till 5.00 PM were scrutinized and report is annexed herewith as 'Annexure I'.

I hereby declare that Special Resolutions at Item Nos. 1 and 2 and the Ordinary Resolution at Item No. 3, as per the aforesaid notice of the Postal Ballot of the Company, have been passed with requisite majority.

For SVD & Associates

SRIDHAR
GOPALKRISHN
A MUDALIAR

Sridhar Mudaliar
Partner
C.P. No. 2664

Encl:
Postal Ballot Report - Annexure I

Sridhar
Mudaliar
30th July '20

Annexure - I

**Postal Ballot Report pursuant to notice of postal ballot dated 25th June, 2020
of Kirloskar Pneumatic Co. Ltd.**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 22/2020 dated 15th June, 2020 issued by the Ministry of Corporate Affairs]

I hereby submit as follows-

1. The compliance with the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting in view of COVID-19 pandemic vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated 15th June 2020 (hereinafter referred to as the 'MCA Circulars'), relating to postal ballot including voting by electronic means by the shareholders of Kirloskar Pneumatic Co. Ltd. (hereinafter referred to as 'the Company') on the resolution proposed in the captioned notice of the postal ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, on the resolution.
2. The Company had completed the dispatch of Postal Ballot Notice to its Members on 27th June, 2020 whose name(s) appeared in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the cut-off date i.e. 19th June, 2020 and whose e-mail addresses were available with the Company or with the Depositories/ Depository Participant or the Registrar and Share Transfer Agent of the Company ("RTA"). Pursuant to the MCA Circulars, the Company had dispatched the notices only through e-mails. The Company had not dispatched the Postal Ballot Notice to those members whose e-mail addresses were not available with the Company or Depositories/ Depository Participant or RTA. However, the Company had, vide a newspaper advertisement published, also given an additional option to Members to vote on the resolutions covered in the captioned notice, including the process to the Members to register their e-mail address with the Company or with RTA.

3. In accordance with the captioned notice of the postal ballot which was dispatched to the shareholders by email on 27th June, 2020 and the Advertisement published on Sunday, 28th June, 2020 pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on Monday, 29th June, 2020 (9.00 a.m.) and ended on Tuesday, 28th July, 2020 (5.00 p.m.) for ballots through electronic mode. The electronic voting (e-voting) facility was provided by National Securities Depository Limited (NSDL).
4. The votes were unblocked at around at 5.05 p.m. on Tuesday, 28th July, 2020 in the presence of 2 (Two) witnesses, viz. (Ms. Manushree Das, Khadki, Pune 411020 and Mr. Ashish Bhat, Undri, Pune 411028), neither of whom are in the employment of the Company and the e-voting summary statement was downloaded from e-voting website of National Securities Depository Limited (NSDL), (<https://www.evoting.nsdl.com/>).
5. Report on the results of the voting is based on the data downloaded from the e-voting website of NSDL in respect of the resolutions contained in the captioned notice of the postal ballot. The report on the voting process is as under:

Special Resolution at item No.1 – Re-appointment of Mr. Krishnamurti Venkataramanan (DIN 00001647) as an Independent Director

Particulars		E-Voting	
		Number of Shareholders	Number of votes
I.	Total votes cast	137	50153464
II.	Number of votes rejected and not voted	Nil	Nil
III.	Total No. of valid votes cast	137	50153464
	Number of valid votes in favour	129	50152489
	Number of valid votes against	8	975
	Votes in favour of the resolution as a percentage of valid votes cast	99.99%	

Special Resolution at Item No. 2- Re-appointment of Mrs. Nalini Venkatesh (DIN 06891397) as an Independent Director:

Particulars		E-Voting	
		Number of Shareholders	Number of votes
I.	Total votes cast	136	50153424
II.	Number of votes rejected and not voted	1	40

III.	Total No. of valid votes cast	136	50153424
	Number of valid votes in favour	125	47964089
	Number of valid votes against	11	2189335
	Votes in favour of the resolution as a percentage of valid votes cast	95.64%	

Ordinary Resolution at Item No 3- Appointment of Mr. K Srinivasan (DIN 00088424) as an Independent Director:

Particulars		E-Voting	
		Number of Shareholders	Number of votes
I.	Total votes cast	136	50153424
II.	Number of votes rejected and not voted	1	40
III.	Total No. of valid votes cast	136	50153424
	Number of valid votes in favour	127	50152379
	Number of valid votes against	9	1045
	Votes in favour of the resolution as a percentage of valid votes cast	99.99%	

6. Register of Postal Ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode, will remain in my custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/ person authorized by him for safe keeping.

SRIDHAR
GOPALKRISHN
A MUDALIAR

Digitally signed by SRIDHAR GOPALKRISHN A MUDALIAR
DN: cn=SRIDHAR GOPALKRISHN A MUDALIAR, o=SRIDHAR GOPALKRISHN A MUDALIAR, email=SRIDHAR GOPALKRISHN A MUDALIAR@SRIDHAR GOPALKRISHN A MUDALIAR, c=IN
Date: 2023.07.26 11:41:44 +05'30'

Sridhar Mudaliar
C.P. No.: 2664
Place: Pune
UDIN: F006156B000524388