



KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

Enriching Lives

June 9, 2016

Ref.: SEC/79

Through Online Portal

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

Kind Atten.: Ms. Bharti Bhambwani, Relationship Manager

Dear Madam,

Sub: Results of Postal Ballot

The Company sought approval of its Members via postal ballot / e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the following:

Item SPECIAL RESOLUTION

Waiver of recovery of excess remuneration paid to Mr Rahul C Kirloskar, Executive Chairman for the financial years 2012-13, 2013-14 & 2014-15

Mr S. V. Deulkar, Partner of SVD & Associates, Practicing Company Secretaries, was appointed as Scrutinizer for conducting Postal Ballot Process in a fair and transparent manner. He has submitted his report dated June 9, 2016.

In terms of Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the voting results in the specified format are annexed for your information and records alongwith copy of the said Scrutinizer's Report.

Further, please note that Scrutinizer's Report containing the results of Postal Ballot/ E-Voting are available on the website of the Company www.kirloskarkpcl.com.

Thanking you.

Yours faithfully,
For Kirloskar Pneumatic Company Limited

Rahul C. Kirloskar
Executive Chairman
DIN 00007319

Encl. : As above

CC: National Securities Depository Limited

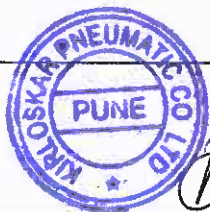


Annexure I

Format for Voting Results	
Date of AGM/EGM	JUNE 9, 2016
Total number of Shareholders on record date	17383
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	By way of Postal Ballot hence not applicable
No. of Shareholders attended the meeting through Video Conferencing Promoter and Promoter Group: Public:	By way of Postal Ballot hence not applicable

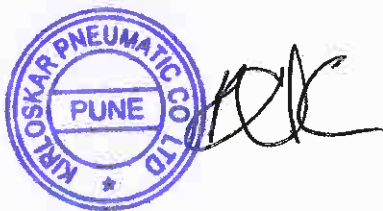
Agenda-wise disclosure

Resolution required: (Ordinary/ Special)			Waiver of recovery of excess remuneration paid to Mr Rahul C Kirloskar, Executive Chairman for the financial years 2012-13, 2013-14 & 2014-15 - Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	8,719,699	8,381,772	96.12	8,381,772	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	8,719,699	8,381,772	96.12	8,381,772	-	100.00	-



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Public Institution	E- Voting	2,357,587	2,314,860	98.19	2,314,860	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,357,587	2,314,860	98.19	2,314,860	-	100.00	-
Public - Non Institutions	E- Voting	1,767,052	3,151	0.18	2,207	944	70.04	29.96
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		* 72,641	4.11	67,189	5,452	92.49	7.51
	Total	1,767,052	75,792	4.29	69,396	6,396	91.56	8.44
TOTAL		12,844,338	10,772,424	83.87	10,766,028	6,396	99.94	0.06

* Note : Excludes 8,975 shares found invalid



Date: June 9, 2016

To,
The Chairman,
Kirloskar Pneumatic Company Limited,
Hadapsar, Industrial Estate,
Pune - 411013

Sub. : Report on the Voting Process of the Postal Ballot

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Kirloskar Pneumatic Company Limited ("the Company") for scrutinizing the voting process of the Postal Ballots [received upto June 7, 2016 (5.00 PM)] and voting through electronic mode [during May 9, 2016 (9.00AM) to June 7, 2016 (5.00PM)] on the proposed resolution as mentioned in the Postal Ballot Notice dated April 27, 2016. The cut off date for e-voting as well as postal ballot was taken as May 3, 2016.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means (by remote e-voting) and voting by postal ballot by the shareholders on the resolution proposed in the Notice of the Postal ballot dated April 27, 2016 is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process of postal ballot through electronic means and by physical ballot is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report of physical ballots received.

I have scrutinized the voting done by the members through postal ballots and e-voting. The report of the same is annexed herewith.



I hereby declare that the Special Resolutions as per the aforesaid Notice of the Postal Ballot of the Company have been passed by requisite majority.

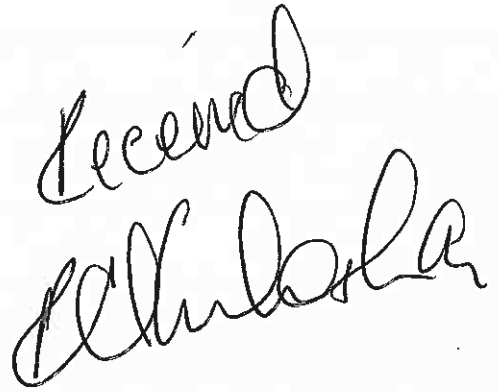
For SVD & Associates



S.V Deulkar
Partner
C.P. No. 965



Encl:
Postal Ballot and E-voting Report - Annexure I



S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Report on the Voting Process of the Postal Ballots and voting through electronic mode of Kirloskar Pneumatic Company Limited on the Special Resolutions as under:

- a) Resolution no. 1 – Waiver of recovery of excess remuneration paid to Mr. Rahul Kirloskar, Executive Chairman for the financial years 2012-13, 2013-14 & 2014-15.

Sr. No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	-	-	17383
II.	Total Shareholders to whom Postal Ballots sent	14074	0	14074
	Total shareholders to whom email sent	0	3309	3309
III.	Total shareholders who exercised their votes	313	52	365
IV.	Number of Postal Ballots rejected and/ or not voted	46*	0	46
	Number of shareholders	46	0	46
	Number of shares	8975	0	8975
V.	Total no. of valid folios voted	267	52	319
	Number of shareholders in favour	184	38	222
	Number of shareholders against	83	14	97
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	68.91%	73.08%	69.59%
VI.	Total votes (in terms of number of voting rights/shares) exercised	81616	10699783	10781399
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	8975	0	8975
	Total valid votes	72641	10699783	10772424
VII.	Number of votes in favour of the resolution	67189	10698839	10766028
	Number of votes against the resolution	5452	944	6396
VIII.	Votes in favour of the resolution as a percentage of votes cast	92.49%	99.99%	99.94%

Notes:

- I. “*” Includes twenty cases where the shareholders have not voted for the resolution and twenty six cases which stands rejected.

Place: Pune
Date: June 9, 2016

S. V. Deulkar
C.P. No. 965

