



KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

Enriching Lives

SEC/45

August 21, 2020
Through Online Portal

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001
Scrip Code 505283

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

Dear Madam,

In continuation to our letter No.SEC/44 dated August 21, 2020, this is to inform you that pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a disclosure of voting results of the 45th Annual General Meeting (AGM) together with Scrutinizer's Report on remote e-voting and e-voting at AGM:

Date of AGM	August 21, 2020
Total No. of Shareholders as on record date book closure i.e August 13, 2020 to August 20,2020	25,122
No. of Shareholders present in the AGM through Video Conference / Other Audio Visual Means	49
No. of Shareholders present in the meeting in person	Not Applicable
Promoters	
Public	
No. of Shareholders attended the meeting through Video Conference / Other Audio Visual Means	49
Promoters	12
Public	37

This is for your information and for the information of the Members of your Stock Exchange.

Yours faithfully,
For Kirloskar Pneumatic Company Limited

Rahul C Kirloskar
Executive Chairman
DIN: 00007319



An IMS Certified Company
Manufacturer of Air, AC, Refrigeration, Gas compressors & systems and Transmission Equipments
Regd. Office: Hadapsar Industrial Estate, Pune - 411 013 INDIA. Tel.: +91 (20) 2672 7000
Fax: +91 (20) 2687 0297 Email info@kpcl.net Website: www.kirloskarpneumatic.com
CIN No.: L29120PN1974PLC110307



Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,

Name of the Company	Kirloskar Pneumatic Company Limited
Meeting	45 th Annual General Meeting (45 th AGM/AGM)
Day, Date & Time	Friday, August 21, 2020 at 11.30 A.M.
Mode	Video Conferencing ("VC")/Other Audio -Visual Means ("OAVM")

Dear Sir,

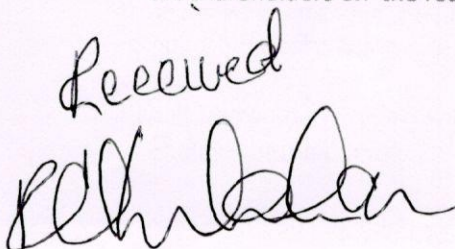
I, Sridhar Mudaliar, Partner of SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Kirloskar Pneumatic Company Limited ("the Company") at its meeting held on August 21st, 2020 for the purpose of scrutinizing the remote e-voting and e-voting conducted at the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, read with General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 05th May, 2020 issued by Ministry of Corporate Affairs and the circular dated 12th May 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter referred to as the "Circulars") that provide relaxation for the manner in which the AGM shall be held and conducted.

The Circulars inter alia provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 pandemic. Further pursuant to these Circulars physical attendance of members had been dispensed with and accordingly the facility for appointment of proxies by the members was also dispensed with. Members who attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

I submit herewith my report with respect to the resolutions proposed at the 45th AGM of the Equity shareholders of the Company:

1. Responsibility and E-voting Agency:

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder read along with the Circulars as mentioned above and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and e-voting during the meeting by the shareholders on the resolutions proposed in the Notice of the 45th AGM of the Company is

Received




the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the process of remote e-voting and the e-voting conducted at the meeting held through VC/OAVM through electronic voting system is conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ('NSDL').

2. Notice of AGM and advertisement:

In accordance with the notice of the 45th AGM sent to the shareholders by way of email from July 29, 2020, and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) and the Circulars mentioned above, on July 26, 2020, the remote e-voting period remained open from Tuesday, August 18, 2020 (9.00 a.m.) to Thursday, August 20, 2020 (5.00 p.m.).

3. Cut off Date:

The shareholders holding shares as on the "cut off" date i.e. Thursday, August 13, 2020 were entitled to vote on the proposed resolutions (item nos. 1 to 4 as set out in the Notice of the 45th AGM of the Company.)

4. Remote e-voting process:

The remote e-voting system was blocked forthwith at the end of the remote e-voting period. The votes cast through remote e-voting system were unblocked on Friday, August 21, 2020 at around 12:56 P.M. after conclusion of the AGM in the presence of two witnesses (Ms. Neha Ruparel residing at Kalewadi, Pune and Ms. Shalaka Khandelwal residing at Sinhadgad Road, Pune) who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com/) and the same will be handed over to the authorized representative of the Chairman.

5. Voting at the AGM:

After declaration of commencement of e-voting during the conduct of the AGM, the shareholders who had not voted through the remote e-voting process were instructed to cast their vote on the e-voting platform provided by e-voting website of NSDL (www.evoting.nsdl.com/). Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com/) and the same are being handed over to the Chairman. The votes cast through remote e-voting and e-voting conducted during the meeting were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations lodged with the Company. The e-voting that was found defective for want of authorization has been treated as invalid and kept separately.



6. Counting Process and results:

6.1 The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

- a) **Ordinary Resolution No. 1** – To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2020 together with the Report of the Auditors' and Board of Directors thereon.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	86	3	89	
Number of votes cast by them	4,86,41,210	50,060	4,86,91,270	99.99996
(ii) Voted against				
Number of members voted	2	0	2	
Number of votes cast by them	20	0	20	0.00004
(iii) Total				
Total number of members voted	88	3	91	
Total number of votes cast by them	4,86,41,230	50,060	4,86,91,290	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	1	0	1*
Total Number of shares involved	265	0	265*

*1 Shareholder has not voted for 265 shares.

- b) **Ordinary Resolution No. 2** – To confirm the payment of two Interim Dividends aggregating to Rs. 2.70 per equity share of Rs 2/- each already paid during the year as the Final Dividend for the financial year ended on 31st March, 2020.



(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	85	3	88	
Number of votes cast by them	4,86,41,294	50,060	4,86,91,354	99.99959
(ii) Voted against				
Number of members voted	4	0	4	
Number of votes cast by them	201	0	201	0.00041
(iii) Total				
Total number of members voted	89	3	92	
Total number of votes cast by them	4,86,41,495	50,060	4,86,91,555	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	0	0	0
Total Number of shares involved	0	0	0

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mr. Rahul C Kirloskar (holding DIN 00007319), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	80	3	83	
Number of votes cast by them	3,16,20,840	50,060	3,16,70,900	99.99994
(ii) Voted against				
Number of members voted	2	0	2	
Number of votes cast by them	20	0	20	0.00006
(iii) Total				
Total number of members voted	82	3	85	
Total number of votes cast by them	3,16,20,860	50,060	3,16,70,920	100



(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	7	0	7*
Total Number of shares involved	1,70,20,635	0	17020635*

* 7 Shareholders have not voted for 1,70,20,635 shares.

- d) **Ordinary Resolution No. 4 – Ratification of Remuneration of the Cost Auditors of the Company.**

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	86	3	89	
Number of votes cast by them	4,86,41,415	50,060	4,86,91,475	99.99984
(ii) Voted against				
Number of members voted	3	0	3	
Number of votes cast by them	80	0	80	0.00016
(iii) Total				
Total number of members voted	89	3	92	
Total number of votes cast by them	4,86,41,495	50,060	4,86,91,555	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	0	0	0
Total Number of shares involved	0	0	0

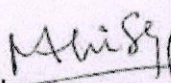
6.2 Accordingly, Resolution Nos. 1 to 4 have been passed with requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.



7. **Electronic data and relevant Records:**

All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the authorized representative of the Chairman for safe keeping thereafter.

Thanking you,
Yours faithfully,
For **SVD and Associates**


Sridhar G. Mudaliar



Partner

FCS. No. 6156

C. P. No. 2664

Place: Pune

Date: August 21, 2020

UDIN: F006156B000586406