

Ref.: SEC&LEG/1066

July 22, 2024

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

National Stock Exchange of India Limited  
Exchange Plaza, C -1, Block G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai 400 051.  
NSE Symbol: KIRLPNU

Dear Sir / Madam,

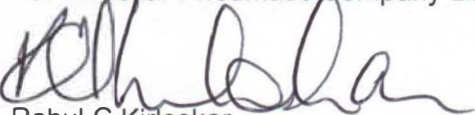
In continuation of our letter No. SEC&LEG/1063 dated July 20, 2024 and pursuant to Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); we are enclosing the following:

- a) Voting Results as required under Regulation 44 of the Listing Regulations - Annexure A; and
- b) The consolidated report of the Scrutinizer on remote E-Voting and E-Voting during the AGM - Annexure B.

The above are also being uploaded on the Company's website [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com) and on the website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your information and record.

For Kirloskar Pneumatic Company Limited



Rahul C Kirloskar  
Executive Chairman  
DIN: 00007319

Encl.: as above

Kirloskar Pneumatic Company Limited  
A Kirloskar Group Company

Regd. Office: Plot No. 1, Hadapsar Industrial Estate, Hadapsar,  
Pune, Maharashtra 411013  
Tel: +91 (20) 26727000  
Fax: +91 (20) 26870297  
Email: [sec@kirloskar.com](mailto:sec@kirloskar.com) | Website: [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com)  
CIN: L29120PN1974PLC110307

**A) DETAILS OF THE PROCEEDINGS OF THE MEETING**

Sr.No.	Particulars	Details
1	Date of the AGM	Saturday, July 20, 2024
2	Total number of shareholders as on cut-off date	As of Cut-off date i.e. July 12, 2024 36,187
3	No. of Shareholders present in the meeting either in person or through proxy:	Not applicable
	Promoters and Promoter Group:	
	Public:	
4	No. of Shareholders attended the meeting through Video Conferencing:	
	Promoters and Promoter Group:	7
	Public:	46

**Kirloskar Pneumatic Company Limited**

A Kirloskar Group Company

Regd. Office: Plot No. 1, Hadapsar Industrial Estate, Hadapsar,  
Pune, Maharashtra 411013

Tel: +91 (20) 26727000

Fax: +91 (20) 26870297

Email: infokpcl@kirloskar.com | Website: www.kirloskarpneumatic.com

CIN: 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 ("the Company")
Meeting	49 <sup>th</sup> Annual General Meeting of the members of the Company ("49 <sup>th</sup> AGM")
Day, Date & Time	Saturday, July 20, 2024 at 3:30 p.m. (IST)
Mode	Through Video Conferencing "VC"/Other Audio -Visual Means "OAVM"

Dear Sir,

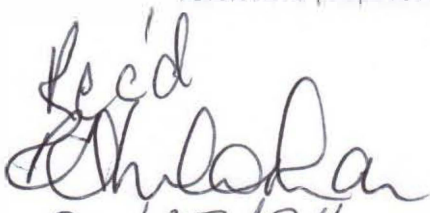
I, Sridhar Mudaliar, Partner of SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Kirloskar Pneumatic Company Limited ("the Company") CIN: L29120PN1974PLC110307 at its meeting held on April 25, 2024 for the purpose of scrutinizing the remote e-voting 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 from time to time, read with General Circular No. 14/2020 dated 8th April, 2020; the General Circular No. 17/2020 dated 13th April, 2020; the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020; the General Circular No. 2/2022 dated 5th May, 2022; the General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 (collectively referred to as "MCA and SEBI Circulars") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue.

The MCA and SEBI Circulars inter alia provide for relaxation in the manner in which the AGM is to be held including the manner of sending the Notices and Annual Reports to the members and the manner of voting at the meeting. Further pursuant to these Circulars physical attendance of members has been dispensed with and accordingly the facility for appointment of proxies by the members is 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 AGM of the Company:

**1. Responsibility of the Management and the Scrutinizer:**

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 remote e-voting and e-voting during the meeting by the members on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management.

  
22/07/24



My responsibility as a Scrutinizer is to scrutinize the votes cast by remote e-voting and e-voting conducted at the meeting held through VC/OAVM in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against, to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL"). The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

## **2. Notice of AGM, advertisement and remote e-voting period:**

In accordance with the notice of the AGM sent to the members by way of email on June 28, 2024 and uploaded on the website of the Company at [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com) and the newspaper advertisement published on June 29, 2024 pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Circulars mentioned above, the remote e-voting period remained open from Wednesday, 17<sup>th</sup> July, 2024 (09:00 a.m. IST ) to Friday, July 19, 2024 (5.00 p.m. IST).

## **3. Cut-off Date:**

The members holding shares as on the "cut-off" date i.e. Friday, July 12, 2024, were entitled to vote on the proposed resolutions (item nos. 1 to 5) as set out in the Notice of the AGM of the Company.

## **4. Process of remote e-voting:**

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 after conclusion of the AGM in the presence of two witnesses who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of members, who voted "for" and "against", were downloaded from the e-voting website of NSDL.

## **5. Process of Voting at the AGM:**

After declaration of commencement of e-voting during the conduct of the AGM, the members 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](http://www.evoting.nsdl.com)). Thereafter, the details containing, inter-alia, list of members, who voted "for" and "against", were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and the same are being handed over to the authorized representative of 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 Share 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.

## **6. Counting Process and results:**

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



**a) Ordinary Resolution No. 1** – To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2024 together with the Report of the Auditors' and Board of Directors thereon

**Summary of Voting:**

**(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
<b>(a) Voted in Favour</b>				
Number of members voted	193	6	199	
Number of votes cast by them	4,55,26,442	1,64,842	4,56,91,284	99.9996
<b>(b) Voted against</b>				
Number of members voted	1	0	1	
Number of votes cast by them	200	0	200	0.0004
<b>(c) Total=(a)+ (b)</b>				
Total number of members voted	194	6	200	
Total number of votes cast by them	4,55,26,642	1,64,842	45,691,484	100.0000

**(ii) Not voted/Invalid votes:**

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	
<b>(a) Invalid votes</b>				
Total number of members	7	0	7	
Total invalid shares	1,62,712	0	1,62,712	
<b>(b) Not voted/Abstain</b>				
Total number of members	2	0	2	
Total not voted/Abstain shares	51,073	0	51,073	

**b) Ordinary Resolution No. 2** – To declare dividend on equity shares for the financial year ended on 31st March, 2024.

**Summary of Voting:**

**(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
<b>(a) Voted in Favour</b>				
Number of members voted	194	6	200	
Number of votes cast by them	4,55,74,005	1,64,842	4,57,38,847	99.9996
<b>(b) Voted against</b>				
Number of members voted	1	0	1	
Number of votes cast by them	200	0	200	0.0004





<b>(c) Total=(a)+ (b)</b>				
Total number of members voted	195	6	201	
Total number of votes cast by them	4,55,74,205	1,64,842	4,57,39,047	100.0000

<b>(ii) Not voted/Invalid votes:</b>				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	
<b>(a) Invalid votes</b>				
Total number of members	7	0	7	
Total invalid shares	1,62,712	0	1,62,712	
<b>(b) Not voted/Abstain</b>				
Total number of members	1	0	1	
Total not voted/Abstain shares	3,510	0	3,510	

**c) Ordinary Resolution No. 3** – To appoint a Director in place of Mr Mahesh Ramchand Chhabria (DIN 00166049), who retires by rotation and being eligible, offers himself for re-appointment.

**Summary of Voting:**

**(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
<b>(a) Voted in Favour</b>				
Number of members voted	§171	6	177	
Number of votes cast by them	§4,44,46,804	1,64,842	4,46,11,646	97.5488
<b>(b) Voted against</b>				
Number of members voted	§30	0	30	
Number of votes cast by them	§11,20,987	0	11,20,987	2.4512
<b>(c) Total=(a)+ (b)</b>				
Total number of members voted	201	6	207	
Total number of votes cast by them	4,55,67,791	1,64,842	4,57,32,633	100.0000

<b>(ii) Not voted/Invalid votes:</b>				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	
<b>(a) Invalid votes</b>				
Total number of members	7	0	7	
Total invalid shares	1,62,712	0	1,62,712	
<b>(b) Not voted/Abstain</b>				
Total number of members	2	0	2	
Total not voted/Abstain shares	9,924	0	9,924	

§ 7 Shareholders by remote e-voting have partially voted **IN FAVOUR** for 2,97,160 shares and partially voted **AGAINST** for 44,337 shares.



<b>d) Ordinary Resolution No. 4 – Ratification of Remuneration of M/s Sudhir Govind Jog, a proprietary firm of Cost Accountant, Cost Auditors of the Company.</b>				
<b>Summary of Voting:</b>				
<b>(i) Voted in favour of or against the resolution:</b>				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(a) Voted in Favour</b>				
Number of members voted	191	6	197	
Number of votes cast by them	4,55,67,541	1,64,842	4,57,32,383	99.9995
<b>(b) Voted against</b>				
Number of members voted	3	0	3	
Number of votes cast by them	250	0	250	0.0005
<b>(c) Total=(a)+ (b)</b>				
Total number of members voted	194	6	200	
Total number of votes cast by them	4,55,67,791	1,64,842	4,57,32,633	100.0000

<b>(ii) Not voted/Invalid votes:</b>				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	
<b>(a) Invalid votes</b>				
Total number of members	7	0	7	
Total invalid shares	1,62,712	0	1,62,712	
<b>(b) Not voted/Abstain</b>				
Total number of members	2	0	2	
Total not voted/Abstain shares	9,924	0	9,924	

<b>e) Ordinary Resolution No. 5 – Consider promotion of Mr Aman Kirloskar as Vice President – ACR SBU, relative of Mr Rahul C Kirloskar (DIN 00007319), Executive Chairman of the Company, to hold office or place of profit in the Company, on such terms and conditions including remuneration.</b>				
<b>Summary of Voting:</b>				
<b>(i) Voted in favour of or against the resolution:</b>				
Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(a) Voted in Favour</b>				
Number of members voted	§138	6	144	
Number of votes cast by them	§2,79,87,946	1,64,842	2,81,52,788	93.6254
<b>(b) Voted against</b>				
Number of members voted	§52	0	52	
Number of votes cast by them	§19,16,824	0	19,16,824	6.3746



<b>((c) Total=((a))+ ((b))</b>				
Total number of members voted	190	6	196	
Total number of votes cast by them	2,99,04,770	1,64,842	3,00,69,612	100.0000

<b>(ii) Not voted/Invalid votes:</b>				
<b>Particulars</b>	<b>Remote e-voting</b>	<b>e-voting at AGM held through VC/OAVM</b>	<b>Total</b>	
<b>(a) Invalid votes</b>				
Total number of members	7	0	7	
Total invalid shares	1,62,712	0	1,62,712	
<b>(b) Not voted/Abstain</b>				
Total number of members	10	0	10	
Total not voted/Abstain shares	1,56,72,945	0	1,56,72,945	
<p>§ 4 Shareholders by remote e-voting have partially voted <b>IN FAVOUR</b> for 22,361 shares and partially voted <b>AGAINST</b> for 1,80,622 shares.</p>				

## 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  
Company Secretaries




Sridhar G. Mudaliar  
Partner  
FCS. No. 6156  
C. P. No. 2664

Peer Review number: 669/2020  
UDIN: F006156F000794636

Place: Pune  
Date: July 22, 2024



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2024 together with the Report of the Auditors and Board of Directors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25213935	25194180	99.9217	25194180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	25213935	25194180	99.9217	25194180	0	100.0000	0.0000
Public- Institutions	E-Voting	23195034	20232699	87.2286	20232699	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23195034	20232699	87.2286	20232699	0	100.0000	0.0000
Public- Non Institutions	E-Voting	16400021	264605	1.6134	264405	200	99.9244	0.0756
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16400021	264605	1.6134	264405	200	99.9244	0.0756
Total		64808990	45691484	70.5018	45691284	200	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend on equity shares for the financial year ended on 31st March, 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25213935	25194180	99.9217	25194180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	25213935	25194180	99.9217	25194180	0	100.0000	0.0000
Public- Institutions	E-Voting	23195034	20283772	87.4488	20283772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23195034	20283772	87.4488	20283772	0	100.0000	0.0000
Public- Non Institutions	E-Voting	16400021	261095	1.5920	260895	200	99.9234	0.0766
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16400021	261095	1.5920	260895	200	99.9234	0.0766
Total		64808990	45739047	70.5752	45738847	200	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr Mahesh Chhabria (holding DIN 00166049), Director who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25213935	25194180	99.9217	25194180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	25213935	25194180	99.9217	25194180	0	100.0000	0.0000
Public- Institutions	E-Voting	23195034	20277358	87.4211	19156691	1120667	94.4733	5.5267
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23195034	20277358	87.4211	19156691	1120667	94.4733	5.5267
Public- Non Institutions	E-Voting	16400021	261095	1.5920	260775	320	99.8774	0.1226
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16400021	261095	1.5920	260775	320	99.8774	0.1226
Total		64808990	45732633	70.5653	44611646	1120987	97.5488	2.4512
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of M/s Sudhir Govind Jog, a proprietary firm of Cost Accountant, as Cost Auditor				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25213935	25194180	99.9217	25194180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	25213935	25194180	99.9217	25194180	0	100.0000	0.0000
Public- Institutions	E-Voting	23195034	20277358	87.4211	20277358	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23195034	20277358	87.4211	20277358	0	100.0000	0.0000
Public- Non Institutions	E-Voting	16400021	261095	1.5920	260845	250	99.9042	0.0958
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16400021	261095	1.5920	260845	250	99.9042	0.0958
Total		64808990	45732633	70.5653	45732383	250	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Consider promotion of Mr Aman Kirloskar as Vice President – ACR SBU, relative of Mr Ranul C Kirloskar (DIN 00007319), Executive Chairman of the Company, to hold office or place of profit in the Company, on such terms and conditions including remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25213935	9531159	37.8012	9531159	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	25213935	9531159	37.8012	9531159	0	100.0000	0.0000
Public- Institutions	E-Voting	23195034	20277358	87.4211	18360769	1916589	90.5481	9.4519
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23195034	20277358	87.4211	18360769	1916589	90.5481	9.4519
Public- Non Institutions	E-Voting	16400021	261095	1.5920	260860	235	99.9100	0.0900
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16400021	261095	1.5920	260860	235	99.9100	0.0900
Total		64808990	30069612	46.3973	28152788	1916824	93.6254	6.3746
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	