

**KIRLOSKAR PNEUMATIC COMPANY LIMITED**

A Kirloskar Group Company

SEC/816

Enriching Lives

July 20, 2019

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,

In continuation of our today's letter No. Sec/815, this is to inform you that pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we are enclosing a disclosure of voting results of the 44<sup>th</sup> Annual General Meeting (AGM) together with Scrutinizer's Report on e-voting and ballot voting.

Date of AGM	20 <sup>th</sup> July, 2019
Total No. of Shareholders as on record date book closure i.e. 13 <sup>th</sup> July, 2019 to 20 <sup>th</sup> July, 2019	24,410
No. of Shareholders present in the meeting either in person or through proxy	108
Promoters	8
Public	100
No. of Shareholders attended the meeting through Video Conferencing :	No Video Conferencing facility was arranged for the AGM
Promoters	
Public	

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

Thanking you,

Yours faithfully

For Kirloskar Pneumatic Company Limited

Rahul C. Kirloskar  
 Executive Chairman  
 DIN 00007319



An ISO 9001 Certified Company

Manufacturers of Air, AC, Refrigeration, Gas compressors &amp; systems and Transmission Equipments

Regd. Office: Hattapada Industrial Estate, Pune - 411 013 INDIA, Tel. : +91 (20) 2672 7000

Fax : +91 (20) 2687 0297 Email: info@kpcol.net Website: www.kirloskarpneumatic.com

CIN No. L29120PN1974PS.C110007



**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and 20(4) (xii) of the Companies  
(Management and Administration) Rules, 2014 (Amendments Rules 2015)]

To,  
The Chairman,

44<sup>th</sup> Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Saturday, July 20, 2019 at 11.30 a.m. at S.M. Joshi Socialist Foundation (S M Joshi Hall), S. No.191 /192 Navi Peth, Ganjave Chowk, Near Patrakar Bhavan, Pune 411030.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Kirloskar Pneumatic Company Limited ("the Company") for the purpose of scrutinizing the e-voting process and voting by poll at the meeting pursuant to Section 108 of the provisions of Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015) in a fair and transparent manner in respect of the below mentioned resolutions proposed, at the 44<sup>th</sup> Annual General Meeting (AGM) of the Equity shareholders of the Company held on Saturday, July 20, 2019 at 11.30 a.m. at S.M. Joshi Socialist Foundation (S M Joshi Hall), S. No.191 /192 Navi Peth, Ganjave Chowk, Near Patrakar Bhavan, Pune 411030. I submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 44<sup>th</sup> AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by poll at the AGM are 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 Depositories Limited (NSDL) and report on poll at the meeting.
2. In accordance with the notice of the 44<sup>th</sup> AGM sent to the shareholders on June 22, 2019 and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules 2014 (Amendment Rules 2015) on 24<sup>th</sup> June, 2019, the remote e-voting



Received  
R. Ch. Balan

period remained open from Wednesday, July 17, 2019 (9.00 a.m.) to Friday, July 19, 2019 (5.00 p.m.)

3. The shareholders holding shares as on the "cut off" date i.e. Friday, July 12, 2019 were entitled to vote on the proposed resolutions (item nos. 1 to 10 as set out in the Notice of the 44<sup>th</sup> AGM of the Company.)
4. The votes on e-voting were unblocked on July 20, 2019 at around 12.45 P.M. after conclusion of the AGM in the presence of two witnesses (Ms. Pranoti Shinde residing at Pune – 411042 and Ms. Sneha Kulkarni residing at Bibwewadi, Pune 411037) 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 National Securities Depositories Limited (NSDL) (URL: <https://www.evoting.nsdl.com/>) and the same are being handed over to the Chairman.
5. After declaration of voting by poll by the Chairman at the AGM, an empty ballot box was kept for polling and the same was locked in my presence. The locked ballot box was subsequently used for voting by poll and then opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
6. 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 receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Auditors' and Board of Directors thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	47	43768275	
Voting at AGM by Poll	14	5575	
Total	61	43773850	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	
Voting at AGM by Poll	NIL	NIL	





Total	NIL	NIL	
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(iii) **Not voted/Invalid votes:**

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
5	6445455

- b) **Ordinary Resolution No. 2**—To declare dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2019.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	47	43768275	
Voting at AGM by Poll	14	5575	
Total	61	43773850	100%

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	
Voting at AGM by Poll	NIL	NIL	-
Total	NIL	NIL	-

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
5	6445455

- c) **Ordinary Resolution No. 3** —To appoint a Director in place of Mr. Atul C Kirloskar, (holding DIN: 00007387), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	41	27132480	
Voting at AGM by Poll	14	5575	-
Total	55	27138055	100%



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	
Voting at AGM by Poll	NIL	NIL	
Total	NIL	NIL	

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
11	23081250

- d) **Ordinary Resolution No. 4** – Payment of remuneration of Rs. 6 Lakhs (Rupees Six Lakhs only) to Company's Cost Auditor, M/s Sudhir Govind Jog, a proprietary firm of Cost Accountant, for auditing the cost records maintained by the Company for the financial year ending on 31st March, 2020.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	47	43768275	
Voting at AGM by Poll	14	5575	-
Total	61	43773850	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	
Voting at AGM by Poll	NIL	NIL	
Total	NIL	NIL	

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
5	6445455



- e) **Special Resolution No. 5** –Re-appointment of Mr. Sunil Shah Singh (holding DIN 00233918) as an Independent Director of the Company for a second term of 5 consecutive years from 23rd July, 2019 to 22nd July, 2024 and fixing of remuneration.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	47	43768275	
Voting at AGM by Poll	13	5405	
Total	60	43773680	99.9996

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	
Voting at AGM by Poll	1	170	
Total	1	170	0.0004

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
5	6445455

- f) **Special Resolution No. 6** – Re-appointment of Mr. G Krishna Rao (holding DIN 00058985) as an Independent Director of the Company for a second term of 5 consecutive years from 23rd July, 2019 to 22nd July, 2024 and fixing of remuneration.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	47	43768275	
Voting at AGM by Poll	14	5575	
Total	61	43773850	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	-
Voting at AGM by Poll	NIL	NIL	
Total	NIL	NIL	





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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
5	6445455

- g) **Special Resolution No. 7** – Approve continuation of Mr. KrishnamurthiVenkataramanan (DIN 00001647) as Non-Executive Director of the Company till the expiry of his current term after attaining the age of 75 years.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	47	43768275	-
Voting at AGM by Poll	14	5575	-
Total	61	43773850	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	-
Voting at AGM by Poll	NIL	NIL	-
Total	NIL	NIL	-

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

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
5	6445455

- h) **Ordinary Resolution No. 8** – Re-appointment of Mr. AdityaKowshik (holding DIN 00228983), as Managing Director of the Company for a further period beginning from 24th October, 2019 upto 1st January, 2021.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	47	43768275	-
Voting at AGM by Poll	14	5575	-
Total	61	43773850	100%



(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	
Voting at AGM by Poll	NIL	NIL	
Total	NIL	NIL	

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
5	6445455

- i) **Ordinary Resolution No. 9** – Revision in the remuneration payable to Mr. Rahul C Kirloskar (DIN 00007319) for his remaining term as Executive Chairman of the Companyw.e.f. 1st August, 2019.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	41	26800325	
Voting at AGM by Poll	14	5575	
Total	55	26805900	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	
Voting at AGM by Poll	NIL	NIL	
Total	NIL	NIL	

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
11	23413405





- j) **Special Resolution No. 10** – Introduction and implementation of KPCL Employee Stock Option Scheme 2019.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	41	40644510	
Voting at AGM by Poll	14	5575	
Total	55	40650085	92.86%

(ii) Voted against the resolution:

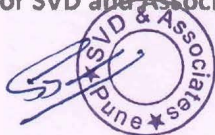
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	3123765	
Voting at AGM by Poll	NIL	NIL	
Total	6	3123765	7.14%

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
5	6445455

7. Accordingly, Resolution Nos. 1 to 4 and 6 to 9 have been passed unanimously and Resolution No. 5 and 10 have been passed with requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.
8. 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 Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,  
For SVD and Associates



S. V. Deulkar  
Partner  
FCS. No. 1321  
C. P. No. 965  
Place: Pune  
Date: July 20, 2019