



Enriching Lives

KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

sec/627

September 10, 2018

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 the Companies (Management and Administration) Rules, 2014, the approval of the Shareholders was sought for the following resolutions, as detailed in the Postal Ballot Notice dated July 24, 2018:

1. Sub-Division of Equity Shares from the Face Value of Rs. 10/- (Rupees Ten) per share to Rs. 2/- (Rupees Two) per share.
2. Alteration of the Capital Clause in the Memorandum of Association.
3. Alteration of the Capital Clause of the Articles of Association.
4. Appointment of Mrs. Nalini Venkatesh as an Independent Director.
5. Continuation of Appointment of Mr. D. R. Swar as Non-Executive Director of the Company.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizers Report pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

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

For Kirloskar Pneumatic Company Limited

Aditya Kowshik
Managing Director
DIN : 00228983



Encl.: As above



Date: September 10, 2018

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 [upto September 06, 2018 (5.00 PM)] and voting through electronic mode [during August 08, 2018 (9.00AM) to September 06, 2018 (5.00 PM)] on the proposed resolutions as mentioned in the Postal Ballot Notice dated July 24, 2018. The cut off date for e-voting as well as Postal ballot was taken as July 27, 2018.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 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 ballots 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 resolutions, 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 the postal ballots received upto September 06, 2018 (5.00PM) and e-voting during August 8, 2018 (9.00AM) to September 06, 2018 (5.00 PM). I hereby enclose below reports relating to the voting on the resolutions -

1. Combined report
2. Report on Postal Ballot and e-voting

I hereby declare that Resolution No. 1, 2, 3, 4 & 5 have been passed by requisite majority as per the aforesaid Notice of the Postal Ballot of the Company.

For SVD & Associates

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



Recd.
Aditya Koushik.
Sep 10th, 2018

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

Report on the Voting Process of the Postal Ballot and voting through electronic mode of Kirloskar Pneumatic Company Limited on the resolutions is as under:

Sr. No.	Particulars	Total
I.	Total number of Shareholders	25401
II.	Total Shareholders to whom Postal Ballots were sent by post	17244
III.	Total shareholders to whom email sent	8157



- a) Ordinary Resolution no. 1 – To sub- divide Equity Shares from the Face value of Rs. 10/- (Rupees Ten) per share to Rs.2/- (Rupees Two) per share.

Sr. No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total shareholders who exercised their votes / not voted	344*	106	450
	Total no. of shares for which votes cast or abstained	31825	8036330	8068155
II.	Number of Postal Ballots rejected and/ or not voted	23*	1	24
	Number of shareholders	23	1	24
	Number of shares	2128	27	2155
III.	Total no. of valid folios voted	321	105	426
	Number of shareholders in favour	309	103	412
	Number of shareholders against	12	02	14
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	96.26168	98.09524	96.71362
IV.	Total votes (in terms of number of voting rights/shares) exercised	31770	8036303	8068073
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	2128	27	2155
	Total valid votes	29697	8036303	8066000
V.	Number of votes in favour of the resolution	27612	8036299	8063911
	Number of votes against the resolution	2085	04	2089
VI.	Votes in favour of the resolution as a percentage of votes cast	92.97909	99.99995	99.97410

* Includes 22 shareholders whose votes are considered invalid and 1 shareholder has not voted.



b) Ordinary Resolution no. 2 –To alter the Capital Clause in the Memorandum of Association.

Sr No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total shareholders who exercised their votes / not voted	344*	106	450
	Total no. of shares for which votes cast or abstained	31825	8036330	8068155
II.	Number of Postal Ballots rejected and/ or not voted	37*	02	39
	Number of shareholders	37	02	39
	Number of shares	2564	59	2623
III.	Total no. of valid folios voted	307	104	411
	Number of shareholders in favour	299	101	400
	Number of shareholders against	8	03	11
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	97.39414	97.11538	97.32360
IV.	Total votes (in terms of number of voting rights/shares) exercised	31334	8036271	8067605
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	2564	59	2623
	Total valid votes	29261	8036271	8065532
V.	Number of votes in favour of the resolution	28552	8036238	8064790
	Number of votes against the resolution	709	33	742
VI.	Votes in favour of the resolution as a percentage of votes cast	97.57698	99.99959	99.99080

* Includes 22 shareholders whose votes are considered invalid and 15 shareholders have not voted.



c) Special Resolution no. 3 –To alter the Capital Clause of the Articles of Association.

Sr No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total shareholders who exercised their votes / not voted	344*	106	450
	Total no. of shares for which votes cast or abstained	31825	8036330	8068155
II.	Number of Postal Ballots rejected and/ or not voted	35*	03	38
	Number of shareholders	35	03	38
	Number of shares	2513	6335	8848
III.	Total no. of valid folios voted	309	103	412
	Number of shareholders in favour	298	101	399
	Number of shareholders against	11	02	13
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	96.44013	98.05825	96.84467
IV.	Total votes (in terms of number of voting rights/shares) exercised	31385	8029995	8061380
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	2513	6335	8848
	Total valid votes	29312	8029995	8059307
V.	Number of votes in favour of the resolution	28347	8029991	8058338
	Number of votes against the resolution	965	04	969
VI.	Votes in favour of the resolution as a percentage of votes cast	96.70783	99.99995	99.98797

* Includes 22 shareholders whose votes are considered invalid and 13 shareholders have not voted.



- d) Ordinary Resolution no. 4 – To appoint Mrs. Nalini Venkatesh (DIN: 06891397) as an Independent Director.

Sr No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total shareholders who exercised their votes / not voted	344*	106	450
	Total no. of shares for which votes cast or abstained	31825	8036330	8068155
II.	Number of Postal Ballots rejected and/ or not voted	36*	2	38
	Number of shareholders	36	2	38
	Number of shares	2411	59	2470
III.	Total no. of valid folios voted	308	104	412
	Number of shareholders in favour	303	100	403
	Number of shareholders against	05	04	9
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	98.37662	96.15385	97.815533
IV.	Total votes (in terms of number of voting rights/shares) exercised	31487	8036271	8067758
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	2411	59	2470
	Total valid votes	29414	8036271	8065685
V.	Number of votes in favour of the resolution	29378	8036258	8065636
	Number of votes against the resolution	36	13	49
VI.	Votes in favour of the resolution as a percentage of votes cast	99.87761	99.99984	99.99940

* Includes 22 shareholders whose votes are considered invalid and 14 shareholders have not voted.



- e) Special Resolution no. 5 - To continue appointment of Mr. D.R. Swar (DIN: 00007495) as Non-Executive Director of the Company.

Sr No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total shareholders who exercised their votes / not voted	344*	106	450
	Total no. of shares for which votes cast or abstained	31825	8036330	8068155
II.	Number of Postal Ballots rejected and/ or not voted	37*	2	39
	Number of shareholders	37	2	39
	Number of shares	2556	59	2615
III.	Total no. of valid folios voted	307	104	411
	Number of shareholders in favour	298	100	398
	Number of shareholders against	09	04	13
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	97.06840	96.15385	96.83698
IV.	Total votes (in terms of number of voting rights/shares) exercised	31342	8036271	8067613
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	2556	59	2615
	Total valid votes	29269	8036271	8065540
V.	Number of votes in favour of the resolution	28640	8036258	8064898
	Number of votes against the resolution	629	13	642
VI.	Votes in favour of the resolution as a percentage of votes cast	97.85097	99.99984	99.992040

* Includes 22 shareholders whose votes are considered invalid and 15 shareholders have not voted

Place: Pune

Date: September 10, 2018

S. V Deulkar

C.P. No. 965



S. V. Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

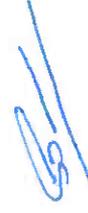
COMBINED REPORT

Postal Ballot of Kirloskar Pneumatic Company Limited (CIN: L29120PN1974PLC110307)

Sr. No	Resolutions	E - voting		Voting by Postal Ballot		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Ordinary Resolution: To sub- divide Equity Shares from the Face value of Rs. 10/- (Rupees Ten) per share to Rs.2/- (Rupees Two) per share.	8036299	4	27612	2085	8063911	2089	Resolution passed by requisite majority
2	Ordinary Resolution: To alter the Capital Clause in the Memorandum of Association.	8036238	33	28552	709	8064790	742	Resolution passed by requisite majority
3	Special Resolution: To alter the Capital Clause of the Articles of Association.	8029991	4	28347	965	8058338	969	Resolution passed by requisite majority
4	Ordinary Resolution: To appoint Mrs. Nalini Venkatesh as an Independent Director.	8036258	13	29378	36	8065636	49	Resolution passed by requisite majority
5	Special Resolution: To continue appointment of Mr. D.R. Swar as Non- Executive Director of the Company.	8036258	13	28640	629	8064898	642	Resolution passed by requisite majority

Place: Pune

Date: September 10, 2018



S.V. DEULKAR
COMPANY SECRETARY
FCS 1321 C P 965
63 Ashok Nagar-Pune-411007