

**KIRLOSKAR PNEUMATIC COMPANY LIMITED**

A Kirloskar Group Company

Enriching Lives

SEC/

July 28, 2017

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

Through Online Portal

Kind Atten.: Ms. Bharti Bhambwani, Relationship Manager

Dear Madam,

Sub: Results of the 42<sup>nd</sup> Annual General Meeting (AGM) held on July 27, 2017

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 Annual General Meeting (AGM) together with the Scrutinizer's Report on e-voting and ballot voting.

Date of AGM	27 July, 2017
Total No. of Shareholders on Record date i.e. 20 <sup>th</sup> July, 2017	28,605
No. of Shareholders present in the meeting either in Person or through Proxy;	
Promoters	7
Public	89
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






# SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune - 411005  
Ph. : 020 69000666, E-mail: deulkarcs@gmail.com



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

**Sub: Results of E-voting and Poll**

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 e-voting process (during July 24, 2017 to July 26, 2017) and voting by poll (at 42<sup>nd</sup> Annual General Meeting (AGM) held on July 27, 2017) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock exchanges on which the shares of the Company are listed relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 42<sup>nd</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means and by poll at the meeting 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 Depository Limited (NSDL) and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 42<sup>nd</sup> Annual General Meeting of the Company held on July 27, 2017:

- a) Report on E-voting;
- b) Report on Poll; and
- c) Combined report of e-voting and Poll

*Rec'd 28<sup>th</sup> July 2017*  
*S. V. Deulkar*

I hereby declare that Resolution Nos. 1 to 3 have been passed unanimously and Resolution Nos.4 to 6 have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,  
Yours faithfully,

For SVD & Associates



S. V. Deulkar

Partner

FCS No.1321

C. P. No. 965

Place: Pune

Date: July 28, 2017

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

Combined Report									
Kirloskar Pneumatic Company Limited (CIN- L29120PN1974PLC110307)									
42nd Annual General Meeting held on July 27, 2017									
Sr. No	Resolutions	E - voting		Voting by poll		Total		Result	
		No. of Votes		No. of Votes		No. of Votes			
		For	Against	For	Against	For	Against		
1	Ordinary Resolution : Consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Report of the Auditors' and Board of Directors thereon.	9314468	0	2190	0	9316658	0	Passed Unanimously	
2	Ordinary Resolution : Declare dividend on equity shares for the financial year ended on 31st March, 2017.	9314468	0	2190	0	9316658	0	Passed Unanimously	
3	Ordinary Resolution : Appoint a Director in place of Mr Vikram S Kirloskar (holding DIN 00007907), who retires by rotation and being eligible, offers himself for re-appointment.	9314352	0	2190	0	9316542	0	Passed Unanimously	
4	Ordinary Resolution : Ratify appointment of M/S. P. G. Bhagwat (Firm Registration no.101118W), Chartered Accountants, as statutory auditors of the Company.	7798998	2	2190	0	7801188	2	Passed with requisite majority	
5	Ordinary Resolution : Ratification of remuneration of M/s. Sudhir Govind Jog, Cost Accountant as Cost Auditor.	9314465	2	2190	0	9316655	2	Passed with requisite majority	




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

Combined Report								
Kirtoskar Pneumatic Company Limited (CIN- L29120PN1974PLC110307)								
42nd Annual General Meeting held on July 27, 2017								
Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
6	Ordinary Resolution : Confirmation and appointment of Mr. Krishnamurthi Venkataraman (DIN 00001647) as an Independent Director.	9314464	4	2190	0	9316654	4	Passed with requisite majority

Date: 28th July, 2017

Place: Pune

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

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

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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 (Amendments Rules 2015)]

To,  
The Chairman,  
42<sup>nd</sup> Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held  
on Thursday, July 27, 2017 at 3.00 PM at SM Joshi Socialist Foundation (SM 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 of Kirloskar Pneumatic Company Limited ("the company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendments Rules, 2015) on below mentioned resolutions, at the 42<sup>nd</sup> Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Thursday, July 27, 2017 at 3.00 PM at SM Joshi Socialist Foundation (SM Joshi Hall), S. No. 191/192 Navi Peth, Ganjave Chowk, Near Patrakar Bhavan, Pune-411030. I submit my report as under:


1. The e-voting period remained open from July 24, 2017 (9.00 a.m.) to July 26, 2017 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. July 20, 2017 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the Notice of the 42<sup>nd</sup> Annual General Meeting (AGM) of Kirloskar Pneumatic Company Limited.)
3. The votes were unblocked on July 27, 2017 at around 4.00 PM in the presence of two witnesses, Mrs. Jinarani Nagvekar, Baner, Pune- 411045 and Ms. Dhanashri Parthe, Parvati, Pune-411009



who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

4. 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 Depository Limited (URL: <https://www.evoting.nsdl.com/>)

  
Name: Jinarani Nagrekar  
Baner, Pune - 411045

  
Name: Dhanashri Parthe  
Parvati, Pune - 411009



5. The result of the e-voting is as under:

- a) **Ordinary Resolution No. 1** – To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of the Auditors' and Board of Directors thereon..

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
66	9314468	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

- b) **Ordinary Resolution No. 2** – To declare dividend on equity shares for the financial year ended on March 31, 2017.





(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
66	9314468	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mr. Vikram S Kirloskar (holding DIN:-00007907), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
65	9314352	100%



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

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
NIL	NIL	NIL

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

Total number of members whose votes were declared invalid	No of shares held by them
1	116

- d) **Ordinary Resolution No. 4** – Ratify appointment of M/S. P. G. Bhagwat (Firm Registration no.101118W), Chartered Accountants, as statutory auditors of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
63	7798998	99.99%

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

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
1	2	0.01%

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

Total number of members whose votes were declared invalid	No of shares held by them
2	1515468



- e) **Ordinary Resolution No. 5** – Ratification of remuneration of M/s. Sudhir Govind Jog, Cost Accountant as Cost Auditor.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
64	9314465	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
1	2	0.01%

(iii) Not voted/ Invalid votes:

Total number of members whose votes were declared invalid	No of shares held by them
1	1

- f) **Ordinary Resolution No. 6** – Appointment of Mr. Krishnamurthi Venkataramanan (DIN: 0001647) as a Director as well as an Independent Director

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
65	9314464	99.99%



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

Number of members voted through electronic voting system	Number of votes cast against resolution	% of total number of valid votes cast
1	4	0.01%

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

Total number of members whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
NIL	NIL

6. The register, all other papers and relevant records relating to electronic 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,



S. V. Deulkar



Practicing Company Secretary

C. P. No. 965

FCS No.1321

Place: Pune

Date: July 28, 2017

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

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Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

42<sup>nd</sup> Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Thursday, July 27, 2017 at 03:00PM at SM Joshi Socialist Foundation (SM 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 of Kirloskar Pneumatic Company Limited ("the company") for the purpose of the poll taken on below mentioned resolution(s), at the 42<sup>nd</sup> Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Thursday, July 27, 2017 at 3:00 PM at SM Joshi Socialist Foundation (SM Joshi Hall), S. No. 191/192 Navi Peth, Ganjave Chowk, Near Patrakar Bhavan, Pune-411030. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently 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 lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid.
4. The result of the Poll is as under:



- a) **Ordinary Resolution No. 1** – To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of the Auditors' and Board of Directors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
24*	2190	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted /Invalid votes:

Total number of members whose votes were declared invalid/Not voted	Total number of votes cast by them/No. of votes not cast
2*	19

\*Partly voted for the resolution

- b) **Ordinary Resolution No. 2** – To declare dividend on equity shares for the financial year ended on March 31, 2017.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
24*	2190	100



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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

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

Total number of members whose votes were declared invalid/Not voted	Total number of votes cast by them/No. of votes not cast
2*	19

\*Partly voted for the resolution

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mr Vikram S Kirloskar (holding DIN:-00007907), who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
24*	2190	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

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

Total number of members whose votes were declared invalid/Not voted	Total number of votes cast by them/No. of votes not cast
2*	19

\*Partly voted for the resolution



- d) **Ordinary Resolution No. 4** – Ratify appointment of M/S. P. G. Bhagwat (Firm Registration No. 101118W), Chartered Accountants, as statutory auditors of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
24*	2190	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/ Invalid votes:

Total number of members whose votes were declared invalid/Not voted	Total number of votes cast by them/No. of votes not cast
2*	19

\*Partly voted for the resolution

- e) **Ordinary Resolution No. 5** – Ratification of remuneration of M/s. Sudhir Govind Jog, Cost Accountant as Cost Auditor.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
24*	2190	100





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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

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

Total number of members whose votes were declared invalid/Not voted	Total number of votes cast by them/No. of votes not cast
2*	19

\*Partly voted for the resolution

- f) **Ordinary Resolution No. 6** – Appointment of Mr. Krishnamurthi Venkataramanan (DIN: 0001647) as a Director as well as an Independent Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
24*	2190	100

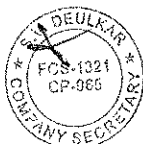
(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

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

Total number of members whose votes were declared invalid/Not voted	Total number of votes cast by them/No. of votes not cast
2*	19

\*Partly voted for the resolution



5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
6. The register, all other papers and relevant records relating to poll 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,



S. V. Deulkar



Practicing Company Secretary

FCS No.1321

C. P. No. 965

Place: Pune

Date: July 28,2017