



# KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

Enriching Lives

SEC/

July 25, 2018

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 43<sup>rd</sup> Annual General Meeting (AGM) held on July 24, 2018

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

|   |   |
|---|---|
| Date of AGM   | 24 July, 2018   |
| Total No. of Shareholders on Record date i.e. 17 <sup>th</sup> July, 2018     | 25,417  |
| No. of Shareholders present in the meeting either in Person or through Proxy; | 91  |
| Promoters   | 14  |
| Public  | 77  |
| 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 voting by Poll**

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, has been appointed as Scrutinizer of Kirloskar Pneumatic Company Limited ("the Company") for scrutinizing the e-voting process (during July 21, 2018 to July 23, 2018) and voting by poll (at 43rd Annual General Meeting (AGM) held on July 24, 2018) 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 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 43<sup>rd</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 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 Depository Limited (NSDL) and report on poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 43rd Annual General Meeting of the Company held on July 24, 2018:

- Report on E-voting;
- Report on Poll; and
- Combined report of e-voting and Poll



Received  
x RUK S. V. Deulkar  
(P. write Received also)

I hereby declare that the Resolution Nos. 1 to 4 have been passed by Requisite majority and Resolution No. 5 has been passed Unanimously 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 25, 2018

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 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015)]

To,

The Chairman,

43<sup>rd</sup> Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, July 24, 2018 at 3:00 P.M. 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, has 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 43<sup>rd</sup> Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, July 24, 2018 at 3:00 P.M. 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 21, 2018 (9.00 a.m.) to July 23, 2018 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. July 17, 2018 were entitled to vote on the proposed resolutions (item no. 1 to 5 as set out in the Notice of the 43<sup>rd</sup> Annual General Meeting (AGM) of the Company.
3. The votes were unblocked on July 24, 2018 at around 3.45 pm in the presence of two witnesses (Aakanksha Kelkar residing at Prabhat Road, Pune- 411004 and Dhanañjay Thigale residing at Tilak Road, Pune- 411030) 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 (NSDL) (URL: <https://www.evoting.nsdl.com/>)

*AR Kelkar*

Name: Akanksha R. Kelkar  
Prabhat Road, Pune-411004.

*A Thigale*

Name: Dhananjay Thigale.  
Tilak Road, Pune-411030



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

- a) **Ordinary Resolution No. 1** – To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2018 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 |
|--|--|---------------------------------------|
| 48   | 9774754                                      | 100                                   |

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

| Number of members voted through electronic voting system | 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 who have not voted /whose votes were declared invalid | Total Number of shares involved |
|---|---------------------------------|
| 1*  | 208                             |

\*1 shareholder has not voted.

- b) **Ordinary Resolution No. 2** - To declare dividend on equity shares for the financial year ended on March 31, 2018.

(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 |
|--|--|---------------------------------------|
| 49   | 9774962                                      | 100                                   |



(ii) Voted against the resolution:

| Number of members voted through electronic voting system | 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 who have not voted /whose votes were declared invalid | Total Number of shares involved |
|---|---------------------------------|
| NIL   | NIL                             |

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mr. D R Swar (DIN: -00007495), 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 |
|--|--|---------------------------------------|
| 47   | 9774715                                      | 99.99                                 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1  | 39  | 0.01                                  |

(iii) Not voted/Invalid votes:

| Total number of members who have not voted /whose votes were declared invalid | Total Number of shares involved |
|---|---------------------------------|
| 1*  | 208                             |

\*1 shareholder has not voted.



- d) **Ordinary Resolution No. 4** – Ratification of M/s P G Bhagwat (Firm Registration No. 101118W) Chartered Accountants as Statutory Auditors for Financial Year 2018-19 and further ratification, if so required under the Act.

(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 |
|--|--|---------------------------------------|
| 46   | 9774703                                      | 99.99                                 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1  | 39  | 0.01                                  |

(iii) Not voted/Invalid votes:

| Total number of members who have not voted /whose votes were declared invalid | Total Number of shares, involved |
|---|----------------------------------|
| 2*  | 220                              |

\*2 shareholders have not voted.

- e) **Ordinary Resolution No. 5** – Remuneration of M/s Sudhir Govind Jog, Cost Auditor for auditing cost records for the financial year ending on March 31, 2019.

(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 |
|--|--|---------------------------------------|
| 48   | 9774754                                      | 100                                   |



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

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

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

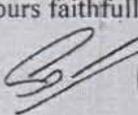
| Total number of members who have not voted /whose votes were declared invalid | Total Number of shares involved |
|---|---------------------------------|
| 1   | 208                             |

\*1 shareholder has not voted.

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 25, 2018

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,

43<sup>rd</sup> Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, July 24, 2018 at 3:00 P.M. 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 has been appointed as scrutinizer of Kirloskar Pneumatic Company Limited ("the Company") for the purpose of the poll taken on below mentioned resolutions, at 43<sup>rd</sup> Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, July 24, 2018 at 3:00 P.M. 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 time fixed for discussion by the Chairman, a 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/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

- a) **Ordinary Resolution No. 1** – To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2018 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 by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 9  | 841                          | 96.78                                 |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1  | 28                           | 3.22                                  |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of shares involved |
|---|---------------------------------|
| NIL   | NIL                             |

- b) **Ordinary Resolution No. 2** – To declare dividend on equity shares for the financial year ended on March 31, 2018.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 9  | 841                          | 96.78                                 |



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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1  | 28                           | 3.22                                  |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of shares involved |
|---|---------------------------------|
| NIL   | NIL                             |

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mr. D R Swar (DIN: - 00007495), 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 by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 9  | 841                          | 96.78                                 |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1  | 28                           | 3.22                                  |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of shares involved |
|---|---------------------------------|
| NIL   | NIL                             |



- d) **Ordinary Resolution No. 4** – Ratification of M/s P G Bhagwat (Firm Registration No. 101118W) Chartered Accountants as Statutory Auditors for Financial Year 2018-19 and further ratification, if so required under the Act.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 8  | 840                          | 96.66                                 |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1  | 28                           | 3.34                                  |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of shares involved |
|---|---------------------------------|
| 1   | 1                               |

\* 1 shareholder whose has not voted.

- e) **Ordinary Resolution No. 5** – Remuneration of M/s Sudhir Govind Jog, Cost Auditor for auditing cost records for the financial year ending on March 31, 2019.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 8  | 840                          | 100                                   |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | 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 |
|---|---------------------------------|
| 2   | 29                              |

\*2 shareholders have not voted.

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 25, 2018

| S. V. Deulkar  |  |              |         |                |         |              |         |                                |
|--|--|--------------|---------|----------------|---------|--------------|---------|--------------------------------|
| Practicing Company Secretary                                     |  |              |         |                |         |              |         |                                |
| 63, Ashok Nagar, Pune 411007                                     |  |              |         |                |         |              |         |                                |
| Combined Report  |  |              |         |                |         |              |         |                                |
| KIRLOSKAR PNEUMATIC COMPANY LIMITED (CIN: L29120PN1974PLC110307) |  |              |         |                |         |              |         |                                |
| Annual General Meeting held on July 24, 2018                     |  |              |         |                |         |              |         |                                |
| 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  | <b>Ordinary Resolution:</b><br>To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors' and Board of Directors thereon. | 9774754      | 0       | 841            | 28      | 9775595      | 28      | Passed with requisite majority |
| 2  | <b>Ordinary Resolution:</b><br>To declare dividend on equity shares for the financial year ended on March 31, 2018.  | 9774962      | 0       | 841            | 28      | 9775803      | 28      | Passed with requisite majority |
| 3  | <b>Ordinary Resolution:</b><br>To appoint a Director in place of Mr. D R Swar (DIN: - 00007495), who retires by rotation and being eligible, offers himself for re-appointment.  | 9774715      | 39      | 841            | 28      | 9775556      | 67      | Passed with requisite majority |
| 4  | <b>Ordinary Resolution:</b><br>Ratification of M/s P G Bhagwat (Firm Registration No. 101118W) Chartered Accountants as Statutory Auditors for Financial Year 2018-19 and further ratification, if so required under the Act.      | 9774703      | 39      | 840            | 28      | 9775543      | 67      | Passed with requisite majority |
| 5  | <b>Ordinary Resolution:</b><br>Remuneration of M/s Sudhir Govind Jog. Cost Auditor for auditing cost records for the financial year ending on March 31, 2019.  | 9774754      | 0       | 840            | 0       | 9775594      | 0       | Passed Unanimously             |
| Date: July 25, 2018  |  |              |         |                |         |              |         |                                |
| Place: Pune  |  |              |         |                |         |              |         |                                |

  
**S.V. DEULKAR**  
 COMPANY SECRETARY  
 FCS 1321 C P 965  
 63 Ashok Nagar-Pune-41 1007