

KIRLOSKAR PNEUMATIC COMPANY LIMITED

Enriching Lives

A Kirloskar Group Company

July 24, 2014

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 Scrip Code – 505283

Kind Atten.: Mr. Amol Hosalkar, Relationship Manager

Dear Sir / Madam

Sub.: 39th Annual General Meeting

We wish to inform you that the 39th Annual General Meeting ("AGM") of the Company was held on Wednesday the 23rd July, 2013 at 2.30 pm at Pudumjee Hail, Mahratta Chamber of Commerce & Industries & Agriculture, Tilak Road, Pune 411 002.

Pursuant to section 108 of the Companies Act, 2013 read with rules made thereunder and Clause 35B of the Listing Agreement, the Company had provided facility for e-voting to the shareholders as on 6th June, 2014 (being the cut-off date for the purpose of e-voting), as follows:

- Postal Ballot June 20, 2014 to July 19, 2014
- 2. Annual General Meeting July 17, 2014 to July 19, 2014

At the said meeting, a Poll was ordered on all the resolutions for Item No. 1 to 11 and 15 of the Notice of the 39th AGM, (Item No. 12 to 14 were voted by Postal Ballot).

The Scrutinizer Mr. S. V. Deulkar, of S. V. Dulkar & Co. Company Secretaries (Membership No. FCS: 1321) has submitted his reports.

The details of voting results of the Poll ordered at the AGM and the electronic voting opted by the shareholders for the AGM & Postal Ballot are approved by the shareholders with an overwhelming majority is enclosed in the format as provided under Clause 35A of the Listing Agreement, together with the Scrutinizer's reports as annexure 1, 2 & 3.

This is for your information and information of your members.

Thanking you.

Yours faithfully,

For Kirloskar Preumatic Company Limited

Ranui G. Kirioskar Executive Chairman

Encl.: As above







23rd July, 2014 Date of AGM

Fotal number of shareholders on record date

18,153

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No. of shareholders present in the meeting either in person or through proxy^* ;

* Based on shareholders registering attendance)

Promoters and Promoter Group

Public

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No. of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group

Not Applicable

Not Applicable

Public

Detail of the Agenda

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstaniding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes palled	% of Votes against on votes polled
	(μ)	Ŕ	$(3) = [(2)/(1)]^{*100}$	(b)	(5)	$(6) = [(4)/(2)]^{*}100$	(7) = [(5)/(2)]*100
Resolution No. 1:	Adoption of Financial Statements for the year ended March 31, 2014. Resolution required: (Ordinary)	tements for the year end	ded March 31, 2014.				
			Mode of voting : (E-voting)	ving)			
Promoter and Promoter Group	8,706,082	8,705,082	100.00	8,705,082	0	100.00	-
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040	Ö	100.00	-
Public Others	17,432	17,432	00:001	17,432	0	100.00	-
Total (A)	10,406,554	10,406,554	100.001	10,406,554	0	100.00	1
			Mode of voting : (Poll)	oll)	:		
Promoter and Promoter Group	0	0	•	o	0	•	,
Public - Institutional holders	0	o		O	0 .	,	•
Public Others	275	275	100.00	275	O .	100.00	1
Total (B)	275	275	00'001	275	0	100.00	
Result (A + B)	10,406,829	10,406,929	100.00	10,406,829		100.00	-

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanidng shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	£	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Resolution No. 2 :	Approval of Dividend for the year ended March 31, 2014. Resolution required: (Ordinary)	the year ended March 3 dinary)	1, 2014.				
		-	Mode of voting : (E-voting)	oting)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	O	100.00	
Public - lastitutional holders	1,684,040	1,684,040	100.00	1,684,040	0	100.00	E.
Public Others	17,432	17,432	100.00	17,432	0	100:00	•
Total (A)	10,406,554	10,406,554	100.00	10,406,554	0	100.00	,
			Mode of voting : (Poll)	Oll)			
Promoter and Promoter Group	0	0	-	0	0	1	,
Public - Institutional holders	0	0	-	0	0		
Public Others	275	275	100.00	275	0	100.00	
Total (B)	275	275	100:00	275	0	100.00	
Result (A +B)	10,406,829	10,406,829	100:00	10,406,829	0	100.00	
:Resolution No. 3 :	Re-appointment of Mr. D. B. Sw Resolution required : (Ordinary)	Re-appointment of Mr. D. R. Swar, Director who retires by rotation. Resolution required : (Ordinary)	retires by rotation.				
			Mode of voting: (E-voting)	(guing)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	0	100.00	•
Public - Institutional holders	1,684,040	1,684,040	100.001	1,684,040	0	100:00	
Public Others	17,407	704,71	100.00	17,406	L	66.66	0.01
Total (A)	10,406,529	10,406,529	100.00	10,406,528	1	66.66	0.01
			Mode of voting : (Poll)	(Jia			
Promoter and Promoter Group	0	0	-	0	0	1	
Public - Institutional holders	0	0	-	0	0	1	
Public Others	275	275	100.00	275	0	100.00	•
Total (B)	275	275	100:00	275	0	100.00	•
Result (A +B)	10,406,804	10,406,804	100.00	10,406,803	PREUM	99.99	10.01
					CO SKA		

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstaniding 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)	(s)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Resolution No. 4::	Appointment of M/s. P. G. Bhag Resolution required : (Ordinary)	i. Bhagwat, Chartered Acdinary)	countants as Statutory	Appointment of M/s. P. G. Bhagwat, Chartered Accountants as Statutory Auditors of the Company. Resolution required : {Ordinary}			
			Mode of voting : (E-voting)	ting)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	0	100.00	•
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040	0	100.00	
Public Others	17,432	17,432	100.00	17,432	0	100.00	
Total (A)	10,406,554	10,406,554	100.00	10,406,554	0	100.00	•
			Mode of voting: (Poll)	Çıc			
Promoter and Promoter Group	0	0	1	0	0	•	
Public - Institutional holders	0	0	1	0	0	1	٠
Public Others	275	275	100,00	275	0	. 100.00	,
Total (B)	275	275	100.00	275	0	100.00	
Result (A +B)	10,406,829	10,406,629	100.00	10,406,829	Ð	100.00	3

Resolution No. 5:	Ratification of remuneration of M/s, S, G, Jog, Cost Accountant as Cost Auditor. Resolution required: (Ordinary)	of M/s, S, G, Jog, Co ary)	st Accountant as Cost A	uditor.	!		
-			Mode of voting : (E-voting)	ting)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082		100.00	,
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040	0	100.00	,
Public Others	17,432	17,432	100.00	17,431		96.96	0.01
Total (A)	10,406,554	10,406,554	100.00	10,406,553	-	66.96	0.01
			Mode of voting : (Poli)	E.			
Promoter and Promoter Group	0	0	1	0	o	1	
Public - Institutional holders	0	0	•	0	0	1	
Public Others	275	275	100.00	275	0	100.00	1
Total (B)	275	275	100.00	275	0	100:00	1
Result (A +B)	10,406,829	10,406,829	100.00	10,406,328	1 3 3	66.66	10.01
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Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstaniding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(9)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)1*100
Resolution No. 6:	Appointment of Mr. A. C. Mukherji as Independent Director. Resolution required : (Ordinary)	. Mukherji as Independe dinary)	nt Director.				72.00
			Mode of vating: (E-voting)	oting)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	0	100.00	
Public - Institutional holders	1,684,040	1.684,040	100.00	1,684,040		!	
Public Others	17,432	17,431	66.66	17,430		8	60
Total (A)	10,406,554	10,406,553	66.66	10,406,552		66.66	700
			Mode of voting : (Poll)	(llo			
Promoter and Promoter Group	0	0		0			
Public - Institutional holders	0	0	1	0			
Public Others	275	275	100:00	275	0	100.00	
Total (B)	275	275	100.00	275	0		
Hesult (A +B)	10,406,829	10,406,828	68.86	10,406,827	1	66.66	0.00

Resolution No. 7:	Appointment of Mr. Sunil Shah Singh as Independent Dir Resolution required : (Ordinary)	Shah Singh as Indepen linary)	dent Director.				
			Mode of voting: (E-voting)	ving)			T'''
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	0	100.00	Τ.
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040		100.00	Τ.
Public Others	17,207	17,207	100.00	17,207	0	00.001	Τ.
Total (A)	10,406,329	10,406,329	100.00	10,406,329		00:001	Π.
			Mode of voting: (Poll)] (m)			7.
Promoter and Promoter Group	0	o	E			•	
Public - Institutional holders	0	0	1		Ö	•	\Box
Public Others	275	275	100.00	275		100.00	Π.
Total (B)	275	275	100,00	275		00.001	Τ.
Result (A +B)	10,406,604	10,406,604	100.00	10,406,604	0 65	100:00	Τ.
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Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanidng 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)	$(3) = [(2)/(1)]^4 100$	(4)	(2)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Resolution No. 8 :	Appointment of Mr. G. Krishna F Resolution required : (Ordinary)	Appointment of Mr. G. Krishna Rao as Independent Director. Resolution required : (Ordinary)	ant Director.				
			Mode of voting: (E-voting)	ıting)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082		100.00	•
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040		100.00	1
Public Others	17,416	17,416	100.00	17,416		100.00	-
Total (A)	10,406,538	10,406,538	100.00	10,406,538	0	100.00	
-			Mode of voting : (Poll)	(l)c			
Promoter and Promoter Group	0 .	0	•	0	0	1	-
Public - Institutional holders	0	0	-	0	0	•	
Public Others	275	275	100.00	912	0	100.00	1
Total (B)	275	275	100.00	522	0	100.00	•
Result (A + 5)	10,406,813	10,406,813	100.00	10,406,813	o	100.00	•

Resolution No. 9 :	Appointment of Mr. P. S. Jawadekar as Independent Director. Resolution required : (Ordinary)	wadekar as Independe nary)	ant Director.				ļ.
			Mode of voting : (E-voting)	ting.)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	0.	100.00	
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040	0	100.00	
Public Others	17,432	17,432	100,00	17,431	-	66'66	0.01
Total (A)	10,406,554	10,406,554	100.00	10,406,553	-	66'66	0.01
			Mode of voting: (Pail)	Ş			
Promoter and Promoter Group	0	0	ı	0	0	•	'
Public - Institutional holders	0	O	1	0	0		
Public Others	275	275	100.00	275	0	100.00	
Total (B)	275	275	100.00	275	ONEURICE	100.00	-
Result (A +B)	10,406,829	10,406,829	100.00	10,406,828	1 00 000	66.66	10.01

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Promoter / Public	No. of shares held	No. of votes palled	% of Votes Polled on outstaniding 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
Resolution No. 10:	Appointment of Mr. J. Y. Tekawade as Independent Dis Resolution required : (Ordinary)	Tekawade as independe dinasy)	ant Director.				
			Mode of voting: (E-voting)	ting)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	0	100,00	,
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040	0	100.00	1
Public Others	17,432	17,432	100.00	17,431	1	66'66	0.01
Total (A)	10,406,554	10,406,554	100.00	10,406,553	•	66'66	10.01
			Mode of voting ; (Poll)	(1)5			
Promoter and Promoter Group	0	0		0	0	,	
Public - Institutional holders	0	0	-	0	0	1	'
Public Others	275	275	100.00	275	0	100.00	•
Total (B)	275	275	100.001	275	0	100.00	1
Result (A +B)	10,406,829	10,406,829	100,00	10,406,828	1	99,99	0.01
Resolution No. 11:	Alteration of Articles of Association. Resolution required : (Special)	ssociation. vecial)					
			Mode of voting : (E-voting)	ıting)			
Promoter and Promoter Group	8,705,082	8,705,082	100,00	8,705,082	0	100.00	1
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040	0	100.00	1
Public Others	17,232	17,232	100.00	17,231	1	99.99	0.01
Fotal (A)	10,406,354	10,406,354	100.00	10,406,353	1	99.99	10.01
			Mode of voting : (Pall)	(10			
Promoter and Promoter Group	0	0	-	0	0	-	
Public - Institutional holders	0	0	-	0	0	-	- "
Public Others	275	275	100.00	275	0	100.00	•
, Total (6)	275	275	100.00	275	CURE	100.00	•
Result (A +B)	10,406,629	10,406,629	100.00	10,406,628	100000	99.99	10.01

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Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstaniding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(£)	23	(3) = [(2)/(1)]*100	9	(2)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Resolution No. 12:	Increase in borrowing limits. Resolution required : (Special)	nits. vecial}					
		Mode	Mode of voting : (Postal Ballot) (E-voting)	of) (E-voting)			
Promoter and Promoter Group	8,705,082	8,705,082	100:00	8,705,082	0	100.00	-
Public - Institutional holders	1,684,040	1,684,040	.100.00	1,684,040	O	100:00	4
Public Others	20,546	20.546	100.00	20,371	175	99,15	0.85
Yotal (A)	10,409,668	10,409,668	100.00	10,409,493	175	66'66	0.01
		Mode o	Mode of voting : (Postal Ballot)	(Ballot Paper)			
Promoter and Promoter Group	0	0	•	Ö	0		•
Public - Institutional holders	0	0	1	0	0	,	
Public Others	4,470	4,470	100.00	4,442	28	99.37	0.63
Total (B)	4,470	4,470	100.00	4,442	28	99.37	0.63
Result (A +B)	10,414,138	10,414,138	100.00	10,413,935	203	66'66	0.01
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Resolution No. 13:	Creation of charge on the properties of the Company. Resolution required : (Special)	e properties of the Com; sectal)	лапу.			-	
		Mode	Mode of voting : (Postal Ballot) (E-voting)	it) (E-voting)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	0	100.00	•
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040	0	100.00	•
Public Others	20,546	20,546	103.00	20,525	21	06.90	0.10
Total (A)	10,409,668	10,409,668	100.00	10,409,647	12	66'66	0.01
		Mode o	Mode of voting: (Postal Ballot) (Ballot Paper)	(Ballot Paper)			
Promoter and Promoter Group	0	0	•	0	O.	,	ı
Public - Institutional holders	0	0.	•	0	0		ı
Public Others	4,469	4,469	•	4,457	12	99.73	0.27
Total (B)	4,469	4,469	•	4,457	ZI YYNANANO	99.73	0.27
Result (A +B)	10,414,137	10,414,137	100.00	10,414,104		66'66	0.01

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstaniding 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)	$(6) = [(4)/(2)]^4 100$	(7) = [(5)/(2)]*100
Resolution No. 14:	To make Investment(s), loan(s), give guarantee(s) and Resolution required : (Special)	oan(s), give guarantee(s recial)) and provide securities.				
		Mode	Mode of voting : (Postal Ballot) (E-voting)	ot) (E-voting)			
Promoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	0	100.00	
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040	O ·	100.00	
Public Others	20,546	20,546	100.00	20,469	77	59'66	0.37
Total (A)	10,409,668	10,409,668	100.00	10,409,591	11	99.99	10.0
		Mode of	Mode of voting: (Postal Ballot) (Ballot Paper)	(Balfot Paper)			
Promoter and Promoter Group	0	0					
Public - Institutional holders	0	0	E				
Public Others	4,462	4,462	100:00	4,173	289	93.52	6.48
Total (B)	4,462	4,462	100.00	4,173	289	93.52	6.48
Result (A +B)	10,414,130	10,414,130	100.00	10,413,764	366	B6.68	10.01

Resolution No. 15 :	Re-appointment of Mr. Aditya Kowshik as Managing Director. Resolution required: (Ordinary)	iftya Kowshik as Managi linary)	ing Director.				
			Mode of voting: (E-voting)	ting)	:		
Premoter and Promoter Group	8,705,082	8,705,082	100.00	8,705,082	0	100,00	
Public - Institutional holders	1,684,040	1,684,040	100.00	1,684,040	0	100.00	
Public Others	17,432	17,432	100.00	17,431		66.66	10:01
Total (A)	10,406,554	10,406,554	100.00	10,406,553	-	88.88	10.01
			Mode of voting: (Poll)	(i)			
Promoter and Promoter Group	0	0	•	0	0		
Public - Institutional holders	0	O		0	0	1	
Public Others	275	275	100.00	275	0	100.00	1
Total (B)	275	275	100.00	275	0 1000	100.00	
Result (A +B)	10,406,829	10,406,829	100.00	10,406,828	12/10/20	99.99	0.01

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S. V. Deulkar Practicing company secretary 63, Ashoknagar, Pune -411007

Scrutinizer(s) Report

[Pursuant to rule section 108 of the companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To, The Chairman 39th Annual General Meeting of the Equity shareholders Of Kirloskar Pneumatic Company Limited to be held on Wednesday, 23rd day of July, 2014 at 2:30 p.m. at, Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411002.

Dear Sir,

- I, S. V. Deulkar, Practicing Company Secretary, having office at 63, Ashoknagar, Pune 411007, 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 on below mentioned resolution(s), at the Annual General Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited to be held on 23rd July, 2014 at 2.30 p.m at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411002. I submit my report as under:
 - The e-voting period remained open from 17th July, 2014 (9.00 a.m) to 19th July, 2014 (6.00 p.m)
 - 2. The shareholders holding shares as on the "cut off" date i.e. 6th June, 2014 were entitled to vote on the proposed resolutions item no. 1 to 11 & 15 as set out in the Notice of the AGM of Kirloskar Pneumatic Company Limited.)
 - 3. The votes were unblocked on 21st July, 2014 around 10.00 a.m in the presence of two witnesses, Mr. Sridhar Mudaliar (22 A Hanuman Nagar, Pune 411016) and Mr. Abhiject Modak, (Prakash developers, S. No. 34, Opp W. N. C, Vadgaon sheri, Pune 411014) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Sridhar Mudalian

Name: Abhijeet Modak

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- 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/)
- 5. The result of the e-voting is as under:
 - a) Resolution 1 Adoption of Financial Statements for the year ended 31²⁰ March, 2014
 - (i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)	·	
23	10406554	100%

		% of total number of valid
present and voting (in person or by proxy)	cast by them	votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes	Total	number	of	votes	cast	by !
were declared invalid	them					
NiI			Nil			

b) Resolution 2 - Declaration of dividend

(i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
23	10406554	100%



Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
Nil	Ni1	Nil

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid	them
Nil	Nil

- c) Resolution 3 Re appointment of Mr. D. R. Swar, who retires by rotation
 - (i) Voted in favour of the resolution:

Number of member	rs Number of	votes	% of total	number of	valid
present and voting	in cast by then	1	votes cast		
person or by proxy)					
21	104065	28	<u>_</u>	9.99%	

(ii) Voted against the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		\
1	1	0.01%

Total number of members whose votes	Total number of votes cast by
were declared invalid	them
Nil	Nil

- d) Resolution 4 Appointment of M/s P.G. Bhagwat, as auditors and fixing their remuneration
 - (i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
23	10406554	100%



Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast .
person or by proxy)		·
Nil	Nil .	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by
Nil	Nil

- e) Resolution 5 Payment of remuneration to cost auditor M/s S.G. Jog, a Cost Accountant.
 - (i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		·
22	10406553	99.99%

(ii) Voted against the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
1	1	0.01%

Total number of members whose votes were declared invalid	Total them	number	of	votes	cast	by
Nil			Nil			



- f) Resolution 6: Appointment of Mr. A. C. Mukherji as Independent Director
 - (i) Voted in favour of the resolution:

		members voting (in			votes	% of votes	number	oſ	valid
person of	<u>. by j</u>	proxy)					 		
	22		1040	06გნე	2	L	 99,99 <u>%</u>		

Number of represent and vo			votes	% of votes	number	oſ	valid
person or by pro	 case by ar	CIII			 		
1		1 ,			0.01%		

(iii) Invalid votes:

Total number of members whose votes	Total	number	of	votes	cast	by j
were declared invalid	them					
Nil			Nil			

- g) Resolution 7: Appointment of Mr. Sunil Shah Singh as Independent Director
 - (i) Voted in favour of the resolution:

Number of members present and voting (in		% of total number of valid votes cast
person or by proxy)		
21	10406329	100%

(ii) Voted against the resolution:

			_								1
Number	of	memb	ers	Number	αf	votes	% of	total	number	lο	valid !
present :	and	voting	[171	cast by th	iem		votes	cast			
person or	by p	oroxy)					L <u></u>				
	Nil	·		1	Vil		<u> </u>		Nil		



(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid	them
Nil	Nil

- h) Resolution 8: Appointment of Mr. G. Krishna Rao as Independent Director
 - (i) Voted in favour of the resolution:

Number of	members	Number	of	votes	%	of	total	number	of	valid
present and v	oting (in	cast by th	ıem		vot	¢з	cast			
person or by pr	oxy)									
22		1040	653	3 .				100%		

(ii) Voted against the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		1.00-
Nil	Nil	Nil

Total number of members whose votes	Total number of votes cast by
were declared invalid	them
Nil	Nil ·

- i) Resolution 9: Appointment of Mr. P. S. Jawdekar as Independent Director
 - (i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
22	10406553	99.99%



Number of present and v	members I	Number coast by the	votes	% of total votes cast	number o	f valid
person or by pro		1			0.01%	

(iii) Invalid votes:

Total number of members whose votes	Total	number	lo	votes	cast	by
were declared invalid	them					¦
Nil	Į		Nil			

- j) Resolution 10: Appointment of Mr. J. Y. Tekawade as Independent Director
 - (i) Voted in favour of the resolution;

Number of members present and voting (in	Number of votes cast by them	% of total number of valid votes cast
person or by proxy)22	10406553	99.99%

(ii) Voted against the resolution:

Number of members present and voting (in	Number of votes cast by them	% of total number of valid votes cast
person or by proxy)	1	0.01%

(iii) Invatid votes:

Total number of members whose votes	Total number of votes cast by	
were declared invalid	them Nil	İ

k) Resolution 11: Amendment to Articles of Association of the Company



(i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votės cast
person or by proxy)		·
21	10406353	99.99%

(ii) Voted against the resolution:

1	Number of	members	Number	of	votes	% of	total	number	oſ	valid
	present and	voting (in	cast by th	em		votes	cast			
	person or by j	эгоху)								
	1			1	•			0.01%		

(iii) Invalid votes:

Total number of members whose votes were declared invalid	
Nil	Nil

- l) Resolution 15: Re-appointment of Mr. Aditya Kowshik as Managing director
 - (i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		}
22	10406553	99.99%

(ii) Voted against the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		·
1	1	0.01%



(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid	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 are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

S. V. Deulkar

Practicing Company Secretary

C. P. No. 965

Place: Pune

Date: 21st July, 2014

Tele*lax* ; 25673465 Resi : 25550547

S. V. Doulkar & Co.

Ann'exyre 2

Company Secretaries 63, Ashoknagar, Pune 411 007.

Date: 21st July, 2014

To,
The Chairman,
Kirloskar Pneumatic Company Limited
Pudumjee Hall, Mahratta Chamber of Commerce,
Industries and Agriculture, Titak Road,
Pune 411 002

Dear Sir,

Sub. : Report on the Voting Process of the Postat Ballot

I, S. V. Deulkar proprietor of S. V. Deulkar & Co., thank you for appointing me for conducting the voting process of the Postal Ballots and e-voting through electronic mode on the resolutions under section 180 (1)(e), 180 (1)(a) and section 186 of the Companies Act, 2013 as mentioned in the Postal Ballot Notice dated 27th May, 2014.

The Postal Ballots and e-votes received by the company upto 19th July, 2014 were handed over to me. I have scrutinized the Postal Ballots and e-votes and my reports are annexed herewith.

'ceeved

For S. V. Deulkar & Co.

S.V. Doulkar Proprietor

C.P. No. 965

Encl: Postal Ballot Reports

S. V. Deulkar

Company Secretary 63, Ashoknagar, Pune – 411 007.

Report on the Voting Process of the Postal Bailots and E-voting through electronic mode of Kirloskar Pneumatic Company Limited on the Special resolutions as under:

a) Resolution no 12 - Increase in Borrowing Limits.

		Voting	E-Voting	TOTAL
	PARTICULARS	through		
	PARTICOLARS	postal	ļ	
		ballot i	(B)	$(A) \div (B)$
		$-\frac{(\Lambda)}{90}$	$-\frac{1}{44}$	- (134)
1.	Total number of Shareholders			
7	Total Shareholders to whom Postal Ballots		_	
Ι.	send	j		
\	Total shareholders to whom email send		—··— · [-	
11.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	90		90
<u>v.</u> †	Number of Postal Ballots rejected	5	i	5
	Number of shareholders	5	-	5
ļ	Number of shares	26		26
<u>v.</u>	Total No. of Valid Postal Ballots/e- voting	85	44	129
Į	Number of shareholders in favour	81	41	122
	Number of shareholders against	4	3	7
	Shareholders in favour of the resolution as a percentage of voters who exercised their valid votes	95.29%	93.18%	94.57%
Vl.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots	 4496 	- 	4496
	Total votes (in terms of number of voting rights/shares) Rejected	 26	 	26
	Total valid votes	4470	- ļ i	447(
VII.	Number of votes in favour of the	4442	10409493	1041393
	resolution Number of votes against the resolution	28	1.75	
V111.	Votes in favour of the resolution as a percentage of valid votes cast	99.37%	99.99%	99.999 i

Place: Pune

Date: 21st July, 2014

S. V. Deulkar

b) Resolution no 13 - Creation of Charge on the Properties of Company.

		Voting	E-Voling	TOTAL
		through		
	PARTICULARS	postal	l	
	\ \	ballot	+	
		(A)	(B)	(A) + (B)
1.	Total number of Shareholders	90	44	<u></u> 13 <u>4</u>
\top	Total Shareholders to whom Postal Ballots	_	-)	-
[[.	send			
	Total shareholders to whom email send	_ ` 	· — – – – – – – – – – – – – – – – – – –	
III.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	90	‡	90
v.	Number of Postal Ballots rejected	6	- [6
	Number of shareholders	· 6	-	6
	Number of shares	27	<u>- </u>	27
v.	Total No. of Valid Postal Ballots/e- voting	84	44 .	128
١	Number of shareholders in favour	83	42	125
	Number of shareholders against	[[2	3
	Shareholders in favour of the resolution as a percentage of voters who exercised their valid votes	99.99%	95.45%	97.65%
Vi.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots	4496	-	445
	Total votes (in terms of number of voting rights/shares) Rejected	27	-	2
	Total valid votes	4469		446
γll.	Number of votes in favour of the	4457	10409647	1041410
	resolution Number of votes against the resolution	12	21	3
VIII.		99.73%	99.99%	99,999

Place: Pune Date: 21st July, 2014

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

c) Resolution no 14 - To make Investments, Loans, give Guarantees and provide securities.

		Voting	E-Voting	TOTAL
		through		
	PARTICULARS	postal	ļ	
		ballot		
·-		(A)	(B)	(A) + (B)
1.	Total number of Shareholders	90 \	44	134
	Total Shareholders to whom Postal Ballots			_
n.	send	-	-]	
	Total shareholders to whom email send	+	<u> </u>	·-
ΊΠ. 	Total shareholders who exercised their votes through Postal Ballots / Total Folios	90		
īV.	Number of Postal Ballots rejected	6	-	6
ļ	Number of shareholders j	6	-	6
	Number of shares	34	<u>-</u>	34
- _{V.} -	Total No. of Valid Postal Ballots/e- voting	84	44	128
	Number of shareholders in favour	81	41	122
!	Number of shareholders against	3	3	6
	Shareholders in favour of the resolution as a percentage of voters who exercised their valid votes	96.42%	93.18%	95.31%
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots	4496	-	4496
	Total votes (in terms of number of voting rights/shares) Rejected	34	- -	34
	Total valid votes	4462		4462
ŸII.	Number of votes in favour of the resolution	4173	10409591	10413764
	Number of votes against the resolution	289	77	366
VIII.	Votes in favour of the resolution as a percentage of valid votes cast	93.52%	99.99%	99.99%

Place: Pune Date: 21st July, 2014

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

S. V. Deulkar

Practicing company secretary 63, Ashoknagar, Punc -411007

Scrutinizer's Report

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

To,
The Chairman
39th Annual General Meeting of the Equity shareholders
Kirloskar Pneumatic Company Limited to be held on 23th day of July, 2014 at 2:30 p.m at Pudumjec Hall, Mahratha Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411002

Dear Sir,

I, S. V. Deulkar, Practicing Company Secretary having office at 63, Ashoknagar, Pune 411007 has 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 Annual General Meeting of the Equity shareholders of Kirloskar-Pneumatic Company Limited to be held on 23rd day of July, 2014 at 2:30 p.m at Pudumjee Hall, Mahratha Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411002.

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 our presence with due identification marks placed by us.
- 2. The locked ballot box was subsequently opened in our 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 troated as invalid and kept separately.
- 4. The result of the Poll is as under:
 - a) Resolution 1 Adoption of Financial Statements for the year ended 31st March, 2014



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(i) Voted in favour of the resolution:

present and voting (in		% of total number of valid votes cast
person or by proxy)	275	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	Ntl	Nil

(iii) Invalid votes:

						_
Total number of members whose votes	Total	number	of	votes	cast	by [
were declared invalid	them				:-	
Nil	l <u></u>		Nil			

b) Resolution 2 – Declaration of dividend

(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
10	275	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	



(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid	them
Nil	Nil

- c) Resolution 3 Re-appointment of Mr. D. R. Swar, who retires by rotation
 - (i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
10	275	100%

(ii) Voted against the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
Nil	Nil	Nil .

Total number of men	oers whose votes	Total	number	of	votes	cast	Ъу
were declared invalid		them					
Nil				Nil			

- d) Resolution 4 Appointment of M/s P.G. Bhagwat, as auditors and fixing their remuneration
 - (i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
10	275	100%



Number of members present and voting (in		% of total number of valid votes cast
person or by proxy)	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- e) Resolution 5 Payment of remuneration to cost auditor M/s S.G. Jog, a proprietory firm of cost accountant
 - (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid invotes cast
10	275	100%

(ii) Voted against the resolution:

Number of members present and voting (in		% of total number of valid votes cast
person or by proxy)		
Nil	Nil	Nil Nil

Total number of members whose votes	Total	number	of	votes	cast	þу
were declared invalid	them					
Nil .			Nil			



f) Resolution 6: Appointment of Mr. A. C. Mukherji as Independent Director

(i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
10	275	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
. Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

g) Resolution 7: Appointment of Mr. Sunil Shah Singh as Independent Director

(i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
10	275	100%

(ii) Voted against the resolution:

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



(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid	them
Nil	Nil

- h) Resolution 8: Appointment of Mr. G. Krishna Rao as Independent Director
 - (i) Voted in favour of the resolution:

Number of members present and voting (in	Number of votes cast by them	% of total number of valid votes cast
person or by proxy)	275	100%

(ii) Voted against the resolution:

Number of members present and voting (in	Number of votes cast by them	% of total number of valid votes cast
person or by proxy) Nil	Nil	Nil

Total number of members whose votes	Total	number	of	votes	çast	by
were declared invalid	them	<u></u>				
Nil	<u> </u>		Nil			

- i) Resolution 9: Appointment of Mr. P. S. Jawdekar as Independent Director
 - (i) Voted in favour of the resolution:

present and voting (in	Number of votes cast by them	% of total number of valid votes cast
ретson or by proxy)	275	100%



Number of members present and voting (in		% of total number of valid votes cast
person or by proxy)		
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by	y]
were declared invalid	them	
Nil '	Nil	

- j) Resolution IO: Appointment of Mr. J. Y. Tekawade as Independent Director
 - (i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
10	275	100%

(ii) Voted against the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		<u> </u>
Nil	Nil	Nil

Total number of members whose votes	Total number of votes cast by
were declared invalid	them
Nil	Nil



k) Resolution 11: Amendment to Articles of Association of the Company

(i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number of valid
present and voting (in	cast by them	votes cast
person or by proxy)		
10	275	100%

(ii) Voted against the resolution:

Number of members present and voting (in		% of total number of valid votes cast
person or by proxy)	cast by them	Votes cast
NiI	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid	them
Nil	Nil

l) Resolution 15: Re-appointment of Mr. Aditya Kowshik as Managing director

(i) Voted in favour of the resolution:

Number of members present and voting (in		% of total number of valid votes cast
person or by proxy)	Cast by them	votes cast
10	275	100%

(ii) Voted against the resolution:

Number of members present and voting (in		% of total number of valid votes cast
person or by proxy)		
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members whose votes	Total	number	of	votes	cast	by
were declared invalid						
Nil			Nil			

- 5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
- The poli papers and other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

S. V. Deulkar

Practicing Company Secretary

C. P. No. 965

Place: Pune

Date: 23rd July, 2014