

Ref.: SEC & LEG/ 122

July 20, 2021  
Through Online Portal

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001  
Scrip Code 505283

**Kind Attn.: Ms. Bharti Bhambwani, Corporate Relationship Manager**

Dear Madam,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Proceedings and details of voting results of the 46<sup>th</sup> Annual General Meeting

The 46<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Tuesday, July 20, 2021 at 10.30 a.m. (IST) and concluded at 12.20 p.m. (IST) through Video Conferencing (VC) / Other Audio Video Means (OAVM).

In this regard, we are enclosing the following:

- a) Proceedings of the AGM pursuant to Regulation 30 of the Listing Regulations – Annexure A
- b) The voting results of the business transacted at the AGM in the prescribed format pursuant to Regulation 44(3) of the Listing Regulations – Annexure B
- c) The consolidated report of the Scrutinizer on remote e-voting and e-voting during the AGM – Annexure C

The above are also being uploaded on the Company's website [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com) and on the website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and record.

Thanking you.

Yours faithfully,

For **Kirloskar Pneumatic Company Limited**

**K Srinivasan**

Managing Director  
DIN 00088424



**Kirloskar Pneumatic Company Limited**

A Kirloskar Group Company

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Pune, Maharashtra 411013

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Email: [sec@kirloskar.com](mailto:sec@kirloskar.com) Website: [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com)

CIN: L29120PN1974PLC110307

**Annexure A**

**A) DETAILS OF THE PROCEEDINGS OF THE MEETING**

Sr. No.	Particulars	Details
1	Date of the AGM	Tuesday, July 20, 2021
2	Total number of shareholders as on cut-off date	As of Cut-off date i.e. July 12, 2021 26,817
3	No. of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	Not applicable
4	No. of Shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group:  Public:	10  60

**Annexure - B**

**B) RESULTS OF THE MEETING**

<b>Sr. No.</b>	<b>Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1	Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2021 together with the Report of the Auditors and Board of Directors thereon.	Ordinary	Remote e-voting and e-voting during the AGM	Passed unanimously
2	Declaration of dividend on equity shares for the financial year ended on 31st March, 2021.	Ordinary	Remote e-voting and e-voting during the AGM	Passed unanimously
3	Re-appointment of Mr. Vikram S Kirloskar (holding DIN 00007907), Director who retires by rotation.	Ordinary	Remote e-voting and e-voting during the AGM	Passed with requisite majority
4	Appointment of Kirtane & Pandit LLP, Chartered Accountants as the Statutory Auditors and to fix their remuneration.	Ordinary	Remote e-voting and e-voting during the AGM	Passed unanimously
5	Ratification of remuneration of M/s. Sudhir Govind Jog, a proprietary firm of Cost Accountant as Cost Auditor.	Ordinary	Remote e-voting and e-voting during the AGM	Passed with requisite majority
6	Appointment of Mr. Tejas Deshpande (holding DIN 01942507) as a Non-Executive Independent Director.	Ordinary	Remote e-voting and e-voting during the AGM	Passed with requisite majority
7	Appointment of Mr K Srinivasan (holding DIN 00088424) as a Whole Time Director designated as Executive Director wef 27th October, 2020 to 1st January, 2021 and further redesignated as a Managing Director wef 2nd January, 2021 to 26th October, 2023.	Ordinary	Remote e-voting and e-voting during the AGM	Passed with requisite majority

8	Appointment of Mr. Mahesh Chhabria (holding DIN 00166049) as a Non-Executive Non-Independent Director.	Ordinary	Remote e-voting and e-voting during the AGM	Passed with requisite majority
9	Re-appointment of Mr Rahul C Kirloskar (holding DIN 00007319), Executive Chairman as the Whole Time Director to be designated as the Executive Chairman.	Ordinary	Remote e-voting and e-voting during the AGM	Passed with requisite majority
10	Re-appointment of Dr Ajay Dua (holding DIN 02318948) as a Non-Executive Independent Director.	Special	Remote e-voting and e-voting during the AGM	Passed with requisite majority

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2021 together with the Report of the Auditors and Board of Directors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
Public- Institutions	E-Voting	13339889	11914509	89.3149	11914509	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	13339889	11914509	89.3149	11914509	0	100.0000	0.0000
Public- Non Institutions	E-Voting	16418391	1500285	9.1378	1500285	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	16418391	1500285	9.1378	1500285	0	100.0000	0.0000
<b>Total</b>		64346790	47992114	74.5835	47992114	0	100.0000	0.0000

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend on equity shares for the financial year ended on 31st March, 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>34588510</b>	<b>34577320</b>	<b>99.9676</b>	<b>34577320</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	13339889	11916834	89.3323	11916834	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>13339889</b>	<b>11916834</b>	<b>89.3323</b>	<b>11916834</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	16418391	1500285	9.1378	1500285	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>16418391</b>	<b>1500285</b>	<b>9.1378</b>	<b>1500285</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>64346790</b>	<b>47994439</b>	<b>74.5872</b>	<b>47994439</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Vikram S Kirloskar (holding DIN 00007907), Director who retires by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	34540230	99.8604	34540230	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	34588510	34540230	99.8604	34540230	0	100.0000	0.0000
Public-Institutions	E-Voting	13339889	11916834	89.3323	11866555	50279	99.5781	0.4219
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	13339889	11916834	89.3323	11866555	50279	99.5781	0.4219
Public- Non Institutions	E-Voting	16418391	1500235	9.1375	1500234	1	99.9999	0.0001
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	16418391	1500235	9.1375	1500234	1	99.9999	0.0001
<b>Total</b>		64346790	47957299	74.5294	47907019	50280	99.8952	0.1048

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Kirtane & Pandit LLP, Chartered Accountants as the Statutory Auditors and to fix their remuneration.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>34588510</b>	<b>34577320</b>	<b>99.9676</b>	<b>34577320</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	13339889	11916834	89.3323	11916834	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>13339889</b>	<b>11916834</b>	<b>89.3323</b>	<b>11916834</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	16418391	1500285	9.1378	1500285	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>16418391</b>	<b>1500285</b>	<b>9.1378</b>	<b>1500285</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>		<b>64346790</b>	<b>47994439</b>	<b>74.5872</b>	<b>47994439</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of M/s. Sudhir Govind Jog, a proprietary firm of Cost Accountant as Cost Auditor.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>34588510</b>	<b>34577320</b>	<b>99.9676</b>	<b>34577320</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	13339889	11916834	89.3323	11916834	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>13339889</b>	<b>11916834</b>	<b>89.3323</b>	<b>11916834</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	16418391	1500285	9.1378	1500284	1	99.9999	0.0001
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>16418391</b>	<b>1500285</b>	<b>9.1378</b>	<b>1500284</b>	<b>1</b>	<b>99.9999</b>
<b>Total</b>		<b>64346790</b>	<b>47994439</b>	<b>74.5872</b>	<b>47994438</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Tejas Deshpande (holding DIN 01942507) as a Non-Executive Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
Public- Institutions	E-Voting	13339889	11916834	89.3323	11916834	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	13339889	11916834	89.3323	11916834	0	100.0000	0.0000
Public- Non Institutions	E-Voting	16418391	1500235	9.1375	1500129	106	99.9929	0.0071
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	16418391	1500235	9.1375	1500129	106	99.9929	0.0071
<b>Total</b>		64346790	47994389	74.5871	47994283	106	99.9998	0.0002

Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr K Srinivasan (holding DIN 00088424) as a whole time Director designated as Executive Director wef 27th October, 2020 to 1st January, 2021 and further redesignated as a Managing Director wef 2nd January, 2021 to 26th October, 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>34588510</b>	<b>34577320</b>	<b>99.9676</b>	<b>34577320</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	13339889	11916834	89.3323	11885107	31727	99.7338	0.2662
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>13339889</b>	<b>11916834</b>	<b>89.3323</b>	<b>11885107</b>	<b>31727</b>	<b>99.7338</b>
Public- Non Institutions	E-Voting	16418391	1500235	9.1375	1500079	156	99.9896	0.0104
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>16418391</b>	<b>1500235</b>	<b>9.1375</b>	<b>1500079</b>	<b>156</b>	<b>99.9896</b>
<b>Total</b>		<b>64346790</b>	<b>47994389</b>	<b>74.5871</b>	<b>47962506</b>	<b>31883</b>	<b>99.9336</b>	<b>0.0664</b>

Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Mahesh Chhabria (holding DIN 00166049) as a Non-Executive Non-Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>34588510</b>	<b>34577320</b>	<b>99.9676</b>	<b>34577320</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	13339889	11916834	89.3323	11866555	50279	99.5781	0.4219
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>13339889</b>	<b>11916834</b>	<b>89.3323</b>	<b>11866555</b>	<b>50279</b>	<b>99.5781</b>
Public- Non Institutions	E-Voting	16418391	1500235	9.1375	1500044	191	99.9873	0.0127
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>16418391</b>	<b>1500235</b>	<b>9.1375</b>	<b>1500044</b>	<b>191</b>	<b>99.9873</b>
<b>Total</b>		<b>64346790</b>	<b>47994389</b>	<b>74.5871</b>	<b>47943919</b>	<b>50470</b>	<b>99.8948</b>	<b>0.1052</b>

Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr Rahul C Kirloskar (holding DIN 00007319), Executive Chairman as the Whole Time Director to be designated as the Executive Chairman.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	18933402	54.7390	18933402	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		18933402	54.7390	18933402	0	100.0000	0.0000
Public-Institutions	E-Voting	13339889	11916834	89.3323	11885107	31727	99.7338	0.2662
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		11916834	89.3323	11885107	31727	99.7338	0.2662
Public- Non Institutions	E-Voting	16418391	1500080	9.1366	1500079	1	99.9999	0.0001
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1500080	9.1366	1500079	1	99.9999	0.0001
<b>Total</b>		64346790	32350316	50.2749	32318588	31728	99.9019	0.0981

Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Dr Ajay Dua (holding DIN 02318948) as a Non-Executive Independent Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding 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
Promoter and Promoter Group	E-Voting	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	34588510	34577320	99.9676	34577320	0	100.0000	0.0000
Public-Institutions	E-Voting	13339889	11916834	89.3323	11892351	24483	99.7946	0.2054
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	13339889	11916834	89.3323	11892351	24483	99.7946	0.2054
Public- Non Institutions	E-Voting	16418391	1500235	9.1375	1500164	71	99.9953	0.0047
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	16418391	1500235	9.1375	1500164	71	99.9953	0.0047
<b>Total</b>		64346790	47994389	74.5871	47969835	24554	99.9488	0.0512



**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]**

To,  
 The Chairman,

Name of the Company	Kirloskar Pneumatic Company Limited
Meeting	46 <sup>th</sup> Annual General Meeting (46 <sup>th</sup> AGM)
Day, Date & Time	Tuesday, July 20, 2021 at 10.30 A.M. (IST)
Mode	Video Conferencing ("VC")/Other Audio –Visual Means ("OAVM")

Dear Sir,

I, Sridhar Mudaliar, Partner of SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Kirloskar Pneumatic Company Limited ("the Company") CIN: L29120PN1974PLC110307 at its meeting held on April 29, 2021 for the purpose of scrutinizing the remote e-voting and e-voting conducted at the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter referred to as the "Circulars") that provide relaxation for the manner in which the AGM shall be held and conducted.

The Circulars inter alia provide for relaxation in the manner in which the AGM to be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 pandemic. Further pursuant to these Circulars physical attendance of members has been dispensed with and accordingly the facility for appointment of proxies by the members is also dispensed with. Members who attended the meeting through VC or OAVM were counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

I submit herewith my report with respect to the resolutions proposed at the 46<sup>th</sup> Annual General Meeting of the Equity shareholders of the Company:

### **1. Responsibility and E-voting Agency:**

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder read along with the Circulars as mentioned above and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and e-voting during the meeting by the shareholders on the resolutions proposed in the Notice of the 46<sup>th</sup> AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to scrutinize the votes cast by remote e-voting and e-voting conducted at the meeting held through VC/OAVM in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ('NSDL')

### **2. Notice of AGM and advertisement:**

In accordance with the notice of the 46<sup>th</sup> AGM sent to the shareholders by way of email on June 28, 2021 and the same was uploaded on the website of the Company at [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com) and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) and the Circulars mentioned above, on June 29, 2021, the remote e-voting period remained open from Saturday, July 17, 2021(9.00 a.m.) (IST) to Monday, July 19, 2021(5.00 p.m.)(IST)

### **3. Cut-off Date:**

The shareholders holding shares as on the "cut off" date i.e. Monday July 12, 2021, were entitled to vote on the proposed resolutions (item nos. 1 to 10 as set out in the Notice of the 46<sup>th</sup> AGM of the Company).

### **4. Remote e-voting process:**

The remote e-voting system was blocked forthwith at the end of the remote e-voting period. The votes cast through remote e-voting system were unblocked on Tuesday, July 20, 2021 at around 12:20 P.M. (IST) after conclusion of the AGM in the presence of two witnesses (Ms. Disha Kulkarni residing at Kothrud, Pune and Mr. Mehul Shah residing at Karvenagar, Pune) who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and the same will be handed over to the authorized representative of the Chairman.

### **5. Voting at the AGM:**

After declaration of commencement of e-voting during the conduct of the AGM, the shareholders who had not voted through the remote e-voting process were instructed to cast their vote on the e-voting platform provided by e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and the same are being handed over to the Chairman. The votes cast through remote e-voting and e-voting conducted during the meeting were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agents of the Company



and the authorizations lodged with the Company. The e-voting that was found defective for want of authorization has been treated as invalid and kept separately.

## 6. Counting Process and results:

6.1 The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

- a) **Ordinary Resolution No. 1** – Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors and Board of Directors thereon.

### (i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	125	8	133	-----
Number of votes cast by them	4,77,97,849	1,94,265	4,79,92,114	100
<b>(ii) Voted against</b>				
Number of members voted	0	0	0	-----
Number of votes cast by them	0	0	0	0
<b>(iii) Total</b>				
Total number of members voted	125	8	133	-----
Total number of votes cast by them	4,77,97,849	1,94,265	4,79,92,114	100

### (ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	2	0	2*#
Total Number of shares involved	3,625	0	3,625*#

\* Votes cast by 1 shareholder by remote e-voting for 1,300 shares are considered invalid.

# 1 shareholder has not voted for 2,325 shares.

- b) **Ordinary Resolution No. 2** – Declaration of dividend on equity shares for the financial year ended on March 31, 2021.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	126	8	134	-----
Number of votes cast by them	47,800,174	1,94,265	4,79,94,439	100
<b>(ii) Voted against</b>				
Number of members voted	0	0	0	-----
Number of votes cast by them	0	0	0	0
<b>(iii) Total</b>				
Total number of members voted	126	8	134	-----
Total number of votes cast by them	4,78,00,174	1,94,265	4,79,94,439	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	1	0	1*
Total Number of shares involved	1,300	0	1,300*

\* Votes cast by 1 shareholder by remote e-voting for 1,300 shares are considered invalid.

- c) **Ordinary Resolution No. 3** – Re-appointment of Mr. Vikram S Kirloskar (holding DIN 00007907), Director who retires by rotation.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	110	8	118	-----
Number of votes cast by them	4,77,12,754	1,94,265	4,79,07,019	99.90
<b>(ii) Voted against</b>				
Number of members voted	12	0	12	-----
Number of votes cast by them	50,280	0	50,280	0.10

<b>(iii) Total</b>				
Total number of members voted	122	8	130	-----
Total number of votes cast by them	4,77,63,034	1,94,265	4,79,57,299	100

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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	5	0	5*#
Total Number of shares involved	38,440	0	38,440*#

\* Votes cast by 1 shareholder by remote e-voting for 1,300 shares are considered invalid.

# 4 shareholders have not voted for 37,140 shares.

- d) **Ordinary Resolution No. 4** – Appointment of Kirtane & Pandit LLP, Chartered Accountants as the Statutory Auditors and to fix their remuneration.

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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	126	8	134	-----
Number of votes cast by them	4,78,00,174	1,94,265	4,79,94,439	100
<b>(ii) Voted against</b>				
Number of members voted	0	0	0	-----
Number of votes cast by them	0	0	0	0
<b>(iii) Total</b>				
Total number of members voted	126	8	134	-----
Total number of votes cast by them	4,78,00,174	1,94,265	4,79,94,439	100

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

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	1	0	1*

Total Number of shares involved	1,300	0	1,300*
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\* Votes cast by 1 shareholder by remote e-voting for 1,300 shares are considered invalid.

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

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	125	8	133	-----
Number of votes cast by them	4,78,00,173	1,94,265	4,79,94,438	100
<b>(ii) Voted against</b>				
Number of members voted	1	0	1	-----
Number of votes cast by them	1	0	1	0.00
<b>(iii) Total</b>				
Total number of members voted	126	8	134	-----
Total number of votes cast by them	4,78,00,174	1,94,265	4,79,94,439	100

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	1	0	1*
Total Number of shares involved	1300	0	1300*

\* Votes cast by 1 shareholder by remote e-voting for 1,300 shares are considered invalid.

- f) **Ordinary Resolution No. 6** – Appointment of Mr. Tejas Deshpande (holding DIN 01942507) as a Non-Executive Independent Director.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	122	8	130	-----
Number of votes cast by them	4,78,00,018	1,94,265	4,79,94,283	100

<b>(ii) Voted against</b>				
Number of members voted	3	0	3	-----
Number of votes cast by them	106	0	106	0.00
<b>(iii) Total</b>				
Total number of members voted	125	8	133	-----
Total number of votes cast by them	4,78,00,124	1,94,265	4,79,94,389	100

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

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	2	0	2*#
Total Number of shares involved	1,350	0	1,350*#

\* Votes cast by 1 shareholder by remote e-voting for 1,300 shares are considered invalid.

# 1 shareholder has not voted for 50 shares.

- g) **Ordinary Resolution No. 7** – Appointment of Mr. K Srinivasan (holding DIN 00088424) as a Whole Time Director designated as Executive Director wef October 27, 2020 to January 01, 2021 and further re-designated as a Managing Director wef January 02, 2021 to October 26, 2023.

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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	116	8	124	-----
Number of votes cast by them	4,77,68,241	1,94,265	4,79,62,506	99.93
<b>(ii) Voted against</b>				
Number of members voted	9	0	9	-----
Number of votes cast by them	31,883	0	31,883	0.07
<b>(iii) Total</b>				
Total number of members voted	125	8	133	-----
Total number of votes cast by them	4,78,00,124	1,94,265	4,79,94,389	100

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

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members	2	0	2*#

who have not voted/ partially voted/ whose votes were declared invalid			
Total Number of shares involved	1,350	0	1,350*#

\* Votes cast by 1 shareholder by remote e-voting for 1,300 shares are considered invalid.

# 1 shareholder has not voted for 50 shares.

h) **Ordinary Resolution No. 8** – Appointment of Mr. Mahesh Chhabria (holding DIN 00166049) as a Non-Executive Non-Independent Director.

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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	111	8	119	-----
Number of votes cast by them	4,77,49,654	1,94,265	4,79,43,919	99.89
<b>(ii) Voted against</b>				
Number of members voted	14	0	14	-----
Number of votes cast by them	50,470	0	50,470	0.11
<b>(iii) Total</b>				
Total number of members voted	125	8	133	-----
Total number of votes cast by them	4,78,00,124	1,94,265	4,79,94,389	100

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

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	2	0	2*#
Total Number of shares involved	1,350	0	1,350*#

\* Votes cast by 1 shareholder by remote e-voting for 1,300 shares are considered invalid.

# 1 shareholder has not voted for 50 shares.

- i) **Ordinary Resolution No. 9** – Re-appointment of Mr. Rahul C Kirloskar (holding DIN 00007319), Executive Chairman as the Whole Time Director to be designated as the Executive Chairman.

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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	107	8	115	-----
Number of votes cast by them	3,21,24,323	1,94,265	3,23,18,588	99.90
<b>(ii) Voted against</b>				
Number of members voted	8	0	8	-----
Number of votes cast by them	31,728	0	31,728	0.10
<b>(iii) Total</b>				
Total number of members voted	115	8	123	-----
Total number of votes cast by them	3,21,56,051	1,94,265	3,23,50,316	100

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

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	12	0	12*#
Total Number of shares involved	1,56,45,423	0	1,56,45,423*#

\* Votes cast by 2 shareholders by remote e-voting for 3,125 shares are considered invalid.

# 10 shareholders have not voted for 1,56,42,298 shares.

- j) **Special Resolution No. 10** – Re-appointment of Dr. Ajay Dua (holding DIN 02318948) as a Non-Executive Independent Director.

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

Particulars	Remote e-voting	e-voting at AGM held through VC/OAVM	Total	% of total number of valid votes cast
<b>(i) Voted in Favour</b>				
Number of members voted	118	8	126	-----
Number of votes cast by them	4,77,75,570	1,94,265	4,79,69,835	99.95
<b>(ii) Voted against</b>				
Number of members voted	7	0	7	-----

Number of votes cast by them	24,554	0	24,554	0.05
<b>(iii) Total</b>				
Total number of members voted	125	8	133	-----
Total number of votes cast by them	4,78,00,124	1,94,265	4,79,94,389	100

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

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	2	0	2*#
Total Number of shares involved	1,350	0	1,350*#

\* Votes cast by 1 shareholder by remote e-voting for 1,300 shares are considered invalid.

# 1 shareholder has not voted for 50 shares.

6.2 Accordingly, Resolution Nos. 1, 2 and 4 have been passed unanimously and resolutions 3,5,6,7,8,9 and 10 have been passed with requisite majority as stated in the Notice of the 46<sup>th</sup> Annual General Meeting of the Company.

**7. Electronic data and relevant Records:**

All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the authorized representative of the Chairman for safe keeping thereafter.

Thanking you.

Yours faithfully,  
For **SVD and Associates**  
**Company Secretaries**

**Received**

SRIDHAR  
GOPALKRISH  
NA  
MUDALIAR

Digitally signed by SRIDHAR  
GOPALKRISHNA MUDALIAR,  
DN: cn=SRIDHAR  
GOPALKRISHNA MUDALIAR,  
c=IN, st=Maharashtra, ou=Personal,  
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Date: 2021.07.20 21:38:53 +0530'

**Sridhar G. Mudaliar**

Partner

FCS. No. 6156

C. P. No. 2664

Place: Pune

Date: July 20, 2021

UDIN: F006156C000663318