



## KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

Enriching Lives

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.: 39<sup>th</sup> Annual General Meeting

We wish to inform you that the 39<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Wednesday the 23<sup>rd</sup> July, 2013 at 2.30 pm at Pudumjee Hall, Maharashtra 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 6<sup>th</sup> June, 2014 (being the cut-off date for the purpose of e-voting), as follows :

1. 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 39<sup>th</sup> AGM, (Item No. 12 to 14 were voted by Postal Ballot).

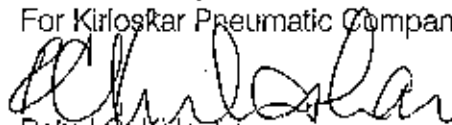
The Scrutinizer Mr. S. V. Deulkar, of S. V. Dulkar & Co. Company Secretaries (Membership No. FCS : 1321) has submitted his reports.

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 Pneumatic Company Limited

  
Rahul C. Kirloskar  
Executive Chairman

Encl.: As above



An IMS Certified Company

Manufacturer of Air, AC, Refrigeration, Gas compressors & systems and Transmission Equipments

Regd. Office: Hadapsar Industrial Estate, Pune - 411 013 INDIA. Tel.: +91 (20) 2672 7000 Fax: +91 (20) 2667 0297 Email: [sec@kpcpl.net](mailto:sec@kpcpl.net) Website: [www.kirloskarpneumatic.com](http://www.kirloskarpneumatic.com)  
CIN No.: L29120FN1974PLC110307

Date of AGM

23rd July, 2014

Total number of shareholders on record date

18,153

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

57

\* Based on shareholders registering attendance)

Promoters and Promoter Group

4

Public

53

No. of shareholders attended the meeting through Video Conferencing :

Promoters and Promoter Group

Not Applicable

Public

Not Applicable

Detail of the Agenda :

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Resolution No. 1 : Adoption of Financial Statements for the year ended March 31, 2014. Resolution required : (Ordinary)							
Mode of voting : (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	17,432	17,432	100.00	17,432	0	100.00	-
<b>Total (A)</b>	<b>10,406,554</b>	<b>10,406,554</b>	<b>100.00</b>	<b>10,406,554</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
Mode of voting : (Poll)							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A + B)</b>	<b>10,406,829</b>	<b>10,406,829</b>	<b>100.00</b>	<b>10,406,829</b>	<b>-</b>	<b>100.00</b>	<b>-</b>



Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No. 2 :</b>							
Approval of Dividend for the year ended March 31, 2014. Resolution required : (Ordinary)							
<b>Mode of voting : (E-voting)</b>							
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	-
<b>Total (A)</b>	<b>10,406,554</b>	<b>10,406,554</b>	<b>100.00</b>	<b>10,406,554</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Mode of voting : (Poll)</b>							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A + B)</b>	<b>10,406,829</b>	<b>10,406,829</b>	<b>100.00</b>	<b>10,406,829</b>	<b>0</b>	<b>100.00</b>	<b>-</b>

<b>Resolution No. 3 :</b>							
Re-appointment of Mr. D. R. Swar, Director who retires by rotation. Resolution required : (Ordinary)							
<b>Mode of voting : (E-voting)</b>							
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	17,407	17,407	100.00	17,406	1	99.99	0.01
<b>Total (A)</b>	<b>10,406,529</b>	<b>10,406,529</b>	<b>100.00</b>	<b>10,406,528</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting : (Poll)</b>							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A + B)</b>	<b>10,406,804</b>	<b>10,406,804</b>	<b>100.00</b>	<b>10,406,803</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>



Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No. 4:</b> Appointment of M/s. P. G. Bhagwat, Chartered Accountants as Statutory Auditors of the Company. Resolution required : (Ordinary)							
<b>Mode of voting : (E-voting)</b>							
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	-
<b>Total (A)</b>	<b>10,406,554</b>	<b>10,406,554</b>	<b>100.00</b>	<b>10,406,554</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Mode of voting : (Poll)</b>							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A +B)</b>	<b>10,406,829</b>	<b>10,406,829</b>	<b>100.00</b>	<b>10,406,829</b>	<b>0</b>	<b>100.00</b>	<b>-</b>

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No. 5:</b> Ratification of remuneration of M/s. S. G. Jog, Cost Accountant as Cost Auditor. Resolution required : (Ordinary)							
<b>Mode of voting : (E-voting)</b>							
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	1	99.99	0.01
<b>Total (A)</b>	<b>10,406,554</b>	<b>10,406,554</b>	<b>100.00</b>	<b>10,406,553</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting : (Poll)</b>							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A +B)</b>	<b>10,406,829</b>	<b>10,406,829</b>	<b>100.00</b>	<b>10,406,828</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>



Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Resolution No. 6 : Appointment of Mr. A. C. Mukherji as Independent Director. Resolution required : (Ordinary)							
Mode of voting : (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	17,432	17,431	99.99	17,430	1	99.99	0.01
Total (A)	10,406,554	10,406,553	99.99	10,406,552	1	99.99	0.01
Mode of voting : (Poll)							
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 (B)	275	275	100.00	275	0	100.00	-
Result (A + B)	10,406,829	10,406,828	99.99	10,406,827	1	99.99	0.01

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Resolution No. 7 : Appointment of Mr. Sunil Shah Singh as Independent Director. Resolution required : (Ordinary)							
Mode of voting : (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	17,207	17,207	100.00	17,207	0	100.00	-
Total (A)	10,406,329	10,406,329	100.00	10,406,329	0	100.00	-
Mode of voting : (Poll)							
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 (B)	275	275	100.00	275	0	100.00	-
Result (A + B)	10,406,604	10,406,604	100.00	10,406,604	0	100.00	-



Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No. 8 :</b>							
Appointment of Mr. G. Krishna Rao as Independent Director. Resolution required : (Ordinary)							
<b>Mode of voting : (E-voting)</b>							
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	-
Public Others	17,416	17,416	100.00	17,416		100.00	-
<b>Total (A)</b>	<b>10,406,538</b>	<b>10,406,538</b>	<b>100.00</b>	<b>10,406,538</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Mode of voting : (Poll)</b>							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A + B)</b>	<b>10,406,813</b>	<b>10,406,813</b>	<b>100.00</b>	<b>10,406,813</b>	<b>0</b>	<b>100.00</b>	<b>-</b>

<b>Resolution No. 9 :</b>							
Appointment of Mr. P. S. Jawadekar as Independent Director. Resolution required : (Ordinary)							
<b>Mode of voting : (E-voting)</b>							
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	1	99.99	0.01
<b>Total (A)</b>	<b>10,406,554</b>	<b>10,406,554</b>	<b>100.00</b>	<b>10,406,553</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting : (Poll)</b>							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A + B)</b>	<b>10,406,829</b>	<b>10,406,829</b>	<b>100.00</b>	<b>10,406,828</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>



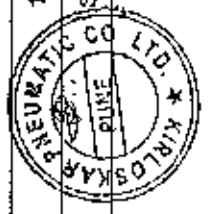
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Resolution No. 10 : Appointment of Mr. J. Y. Tekawade as Independent Director. Resolution required : (Ordinary)							
Mode of voting : (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	17,432	17,432	100.00	17,431	1	99.99	0.01
<b>Total (A)</b>	<b>10,406,554</b>	<b>10,406,554</b>	<b>100.00</b>	<b>10,406,553</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
Mode of voting : (Poll)							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A + B)</b>	<b>10,406,829</b>	<b>10,406,829</b>	<b>100.00</b>	<b>10,406,828</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>

Resolution No. 11 : Alteration of Articles of Association. Resolution required : (Special)							
Mode of voting : (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	17,232	17,232	100.00	17,231	1	99.99	0.01
<b>Total (A)</b>	<b>10,406,354</b>	<b>10,406,354</b>	<b>100.00</b>	<b>10,406,353</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
Mode of voting : (Poll)							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A + B)</b>	<b>10,406,629</b>	<b>10,406,629</b>	<b>100.00</b>	<b>10,406,628</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>



Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
<b>Resolution No. 12 :</b> Increase in borrowing limits. Resolution required : (Special)							
<b>Mode of voting : (Postal Ballot) (E-voting)</b>							
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	100.00	20,371	175	99.15	0.85
<b>Total (A)</b>	<b>10,409,668</b>	<b>10,409,668</b>	<b>100.00</b>	<b>10,409,493</b>	<b>175</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting : (Postal Ballot) (Ballot Paper)</b>							
Promoter and Promoter Group	0	0	-	0	0	-	-
Public - Institutional holders	0	0	-	0	0	-	-
Public Others	4,470	4,470	100.00	4,442	28	99.37	0.63
<b>Total (B)</b>	<b>4,470</b>	<b>4,470</b>	<b>100.00</b>	<b>4,442</b>	<b>28</b>	<b>99.37</b>	<b>0.63</b>
<b>Result (A + B)</b>	<b>10,414,138</b>	<b>10,414,138</b>	<b>100.00</b>	<b>10,413,935</b>	<b>203</b>	<b>99.99</b>	<b>0.01</b>

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
<b>Resolution No. 13 :</b> Creation of charge on the properties of the Company. Resolution required : (Special)							
<b>Mode of voting : (Postal Ballot) (E-voting)</b>							
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	100.00	20,525	21	99.90	0.10
<b>Total (A)</b>	<b>10,409,668</b>	<b>10,409,668</b>	<b>100.00</b>	<b>10,409,647</b>	<b>21</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting : (Postal Ballot) (Ballot Paper)</b>							
Promoter and Promoter Group	0	0	-	0	0	-	-
Public - Institutional holders	0	0	-	0	0	-	-
Public Others	4,469	4,469	-	4,457	12	99.73	0.27
<b>Total (B)</b>	<b>4,469</b>	<b>4,469</b>	<b>-</b>	<b>4,457</b>	<b>12</b>	<b>99.73</b>	<b>0.27</b>
<b>Result (A + B)</b>	<b>10,414,137</b>	<b>10,414,137</b>	<b>100.00</b>	<b>10,414,104</b>	<b>33</b>	<b>99.99</b>	<b>0.01</b>





Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No. 14 :</b> To make Investment(s), loan(s), give guarantee(s) and provide securities. Resolution required : (Special)							
<b>Mode of voting : (Postal Ballot) (E-voting)</b>							
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	100.00	20,469	77	99.63	0.37
<b>Total (A)</b>	<b>10,409,668</b>	<b>10,409,668</b>	<b>100.00</b>	<b>10,409,591</b>	<b>77</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting : (Postal Ballot) (Ballot Paper)</b>							
Promoter and Promoter Group	0	0	-			-	-
Public - institutional holders	0	0	-			-	-
Public Others	4,462	4,462	100.00	4,173	289	93.52	6.48
<b>Total (B)</b>	<b>4,462</b>	<b>4,462</b>	<b>100.00</b>	<b>4,173</b>	<b>289</b>	<b>93.52</b>	<b>6.48</b>
<b>Result (A +B)</b>	<b>10,414,130</b>	<b>10,414,130</b>	<b>100.00</b>	<b>10,413,764</b>	<b>366</b>	<b>99.99</b>	<b>0.01</b>

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No. 15 :</b> Re-appointment of Mr. Aditya Kowshik as Managing Director. Resolution required : (Ordinary)							
<b>Mode of voting : (E-voting)</b>							
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	1	99.99	0.01
<b>Total (A)</b>	<b>10,406,554</b>	<b>10,406,554</b>	<b>100.00</b>	<b>10,406,553</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of voting : (Poll)</b>							
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	-
<b>Total (B)</b>	<b>275</b>	<b>275</b>	<b>100.00</b>	<b>275</b>	<b>0</b>	<b>100.00</b>	<b>-</b>
<b>Result (A +B)</b>	<b>10,406,829</b>	<b>10,406,829</b>	<b>100.00</b>	<b>10,406,828</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>



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  
39<sup>th</sup> Annual General Meeting of the Equity shareholders  
Of Kirloskar Pneumatic Company Limited to be held on Wednesday, 23<sup>rd</sup> 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 23<sup>rd</sup> 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:

1. The e-voting period remained open from 17<sup>th</sup> July, 2014 (9.00 a.m) to 19<sup>th</sup> July, 2014 (6.00 p.m)
2. The shareholders holding shares as on the "cut off" date i.e. 6<sup>th</sup> 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 21<sup>st</sup> July, 2014 around 10.00 a.m in the presence of two witnesses, Mr. Sridhar Mudaliar (22 -A Hanuman Nagar, Pune - 411016) and Mr. Abhijeet 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.

*Sridhar Mudaliar*

Name : Sridhar Mudaliar

*Abhijeet Modak*

Name : Abhijeet Modak



*Received*  
*S.V. Deulkar*

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 31<sup>st</sup> March, 2014

(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
23	10406554	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) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	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
23	10406554	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) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by 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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	10406528	99.99%

(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	1	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by 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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	10406554	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) 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 Cost Accountant.

(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
22	10406553	99.99%

(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	1	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by 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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	10406552	99.99%

(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	1	0.01%

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

Total number of members whose votes were declared invalid	Total number of votes cast by 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 person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	10406538	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) Invalid votes:

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



(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	1	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	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 person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	10406553	99.99%

(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	1	0.01%

(iii) Invalid votes:

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

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





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

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

(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	1	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by 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 person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	10406553	99.99%

(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	1	0.01%



(iii) Invalid votes:

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

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same 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 : 21<sup>st</sup> July, 2014

*S. V. Deulkar & Co.*

Annexure 2

Company Secretaries  
63, Ashoknagar, Pune 411 007.

Date: 21<sup>st</sup> July, 2014

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

Dear Sir,

Sub. : Report on the Voting Process of the Postal 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)(c), 180 (1)(a) and section 186 of the Companies Act, 2013 as mentioned in the Postal Ballot Notice dated 27<sup>th</sup> May, 2014.

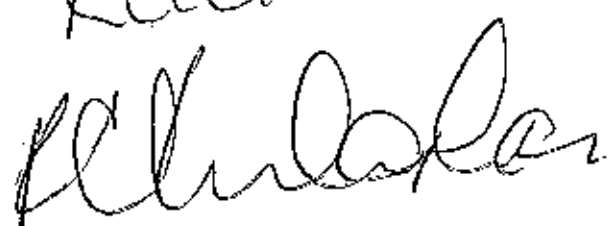
The Postal Ballots and e-votes received by the company upto 19<sup>th</sup> July, 2014 were handed over to me. I have scrutinized the Postal Ballots and e-votes and my reports are annexed herewith.

For S. V. Deulkar & Co.



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

Encl: Postal Ballot Reports

Received  


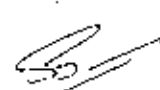
**S. V. Deulkar**  
Company Secretary  
63, Ashoknagar, Pune - 411 007.

Report on the Voting Process of the Postal Ballots 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.

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	90	44	134
II.	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
IV.	Number of Postal Ballots rejected	5	-	5
	Number of shareholders	5	-	5
	Number of shares	26	-	26
V.	Total No. of Valid Postal Ballots/e- voting	85	44	129
	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%
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	26	-	26
	Total valid votes	4470	-	4470
VII.	Number of votes in favour of the resolution	4442	10409493	10413935
	Number of votes against the resolution	28	175	203
VIII.	Votes in favour of the resolution as a percentage of valid votes cast	99.37%	99.99%	99.99%

Place: Pune  
Date: 21<sup>st</sup> July, 2014


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



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

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	90	44	134
II.	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
IV.	Number of Postal Ballots rejected	6	-	6
	Number of shareholders	6	-	6
	Number of shares	27	-	27
V.	Total No. of Valid Postal Ballots/e- voting	84	44	128
	Number of shareholders in favour	83	42	125
	Number of shareholders against	1	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	-	4457
	Total votes (in terms of number of voting rights/shares) Rejected	27	-	27
	Total valid votes	4469	-	4469
VII.	Number of votes in favour of the resolution	4457	10409647	10414104
	Number of votes against the resolution	12	21	33
VIII.	Votes in favour of the resolution as a percentage of valid votes cast	99.73%	99.99%	99.99%

Place: Pune  
Date: 21<sup>st</sup> July, 2014

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



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

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	90	44	134
II.	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
IV.	Number of Postal Ballots rejected	6	-	6
	Number of shareholders	6	-	6
	Number of shares	34	-	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
VII.	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: 21<sup>st</sup> July, 2014

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



S. V. Deulkar  
Practicing company secretary  
63, Ashoknagar, Pune -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  
39<sup>th</sup> Annual General Meeting of the Equity shareholders  
Kirloskar Pneumatic Company Limited to be held on 23<sup>rd</sup> day of July, 2014 at 2:30  
p.m at Pudumjee 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 23<sup>rd</sup> 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 treated 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 31<sup>st</sup> March, 2014



Received  
*S. V. Deulkar*

(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	Nil

(iii) Invalid votes:

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





(iii) Invalid votes:

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

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by 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 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	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 proprietary firm of cost accountant

(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	Nil

(iii) Invalid votes:

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



(iii) Invalid votes:

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

(iii) Invalid votes:

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

(iii) Invalid votes:

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

(iii) Invalid votes:

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



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

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

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

(iii) Invalid votes:

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



(iii) Invalid votes:

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

5. A list of equity shareholders who voted " FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
6. The poll 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 : 23<sup>rd</sup> July, 2014