

Ref.: SEC&LEG/749

July 21, 2023

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400 001
Scrip Code - 505283

National Stock Exchange of India Limited
Exchange Plaza, C -1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051.
NSE Symbol: KIRLPNU

Dear Sir / Madam,

In continuation of our letter No. SEC&LEG/744 dated July 20, 2023 and pursuant to Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); we are enclosing the following:

- a) Voting Results as required under Regulation 44 of the Listing Regulations - Annexure A; and
- b) The consolidated report of the Scrutinizer on remote E-Voting and E-Voting during the AGM - Annexure B.

The above are also being uploaded on the Company's website www.kirloskarpneumatic.com and on the website of National Securities Depository Limited www.evoting.nsdl.com

This is for your information and record.

For Kirloskar Pneumatic Company Limited



Rahul C Kirloskar
Executive Chairman
DIN: 00007319

Encl.: as above

Kirloskar Pneumatic Company Limited

A Kirloskar Group Company

Regd. Office: Plot No. 1, Hadapsar Industrial Estate, Hadapsar,
Pune, Maharashtra 411013
Tel: +91 (20) 26727000
Fax: +91 (20) 26870297
Email: sec@kirloskar.com | Website: www.kirloskarpneumatic.com
CIN: L29120PN1974PLC110307

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1	Date of the AGM	Thursday, July 20, 2023
2	Total number of shareholders as on cut-off date	As of Cut-off date i.e. July 12, 2023 26,238
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:	11 59

Kirloskar Pneumatic Company Limited

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Email: infokpcl@kirloskar.com | Website: www.kirloskarpneumatic.com

CIN: L29120PN1974PLC110307

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, 2023 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	25209925	23174615	91.9266	23174615	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	25209925	23174615	91.9266	23174615	0	100.0000	0.0000
Public-Institutions	E-Voting	20327719	17368749	85.4437	17368749	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	20327719	17368749	85.4437	17368749	0	100.0000	0.0000
Public- Non Institutions	E-Voting	19117246	271131	1.4183	271003	128	99.9528	0.0472
	Poll							
	Postal Ballot (if applicable)							
	Total	19117246	271131	1.4183	271003	128	99.9528	0.0472
Total		64654890	40814495	63.1267	40814367	128	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	

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, 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	25209925	23174615	91.9266	23174615	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		25209925	23174615	91.9266	23174615	0	100.0000
Public-Institutions	E-Voting	20327719	17392838	85.5622	17392838	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		20327719	17392838	85.5622	17392838	0	100.0000
Public- Non Institutions	E-Voting	19117246	270119	1.4130	269992	127	99.9530	0.0470
	Poll							
	Postal Ballot (if applicable)							
	Total		19117246	270119	1.4130	269992	127	99.9530
Total		64654890	40837572	63.1624	40837445	127	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr Rahul C. Kirloskar (holding DIN 00007319), Director who retires by rotation and being eligible, offers himself for re-appointment.				
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	25209925	23174615	91.9266	23174615	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		25209925	23174615	91.9266	23174615	0	100.0000
Public- Institutions	E-Voting	20327719	17392838	85.5622	15280719	2112119	87.8564	12.1436
	Poll							
	Postal Ballot (if applicable)							
	Total		20327719	17392838	85.5622	15280719	2112119	87.8564
Public- Non Institutions	E-Voting	19117246	270119	1.4130	269991	128	99.9526	0.0474
	Poll							
	Postal Ballot (if applicable)							
	Total		19117246	270119	1.4130	269991	128	99.9526
Total		64654890	40837572	63.1624	38725325	2112247	94.8277	5.1723
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
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	25209925	23174615	91.9266	23174615	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		25209925	23174615	91.9266	23174615	0	100.0000
Public-Institutions	E-Voting	20327719	17392838	85.5622	17392838	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		20327719	17392838	85.5622	17392838	0	100.0000
Public- Non Institutions	E-Voting	19117246	270119	1.4130	269991	128	99.9526	0.0474
	Poll							
	Postal Ballot (if applicable)							
	Total		19117246	270119	1.4130	269991	128	99.9526
Total		64654890	40837572	63.1624	40837444	128	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment and remuneration payable to Mr. K Srinivasan as Managing 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	25209925	23174615	91.9266	23174615	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		25209925	23174615	91.9266	23174615	0	100.0000
Public-Institutions	E-Voting	20327719	17392838	85.5622	15444219	1948619	88.7964	11.2036
	Poll							
	Postal Ballot (if applicable)							
	Total		20327719	17392838	85.5622	15444219	1948619	88.7964
Public- Non Institutions	E-Voting	19117246	270119	1.4130	269981	138	99.9489	0.0511
	Poll							
	Postal Ballot (if applicable)							
	Total		19117246	270119	1.4130	269981	138	99.9489
Total		64654890	40837572	63.1624	38888815	1948757	95.2280	4.7720
Whether resolution is Pass or Not.							Yes	

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,

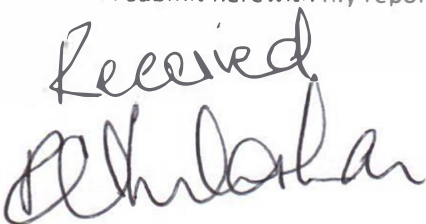
Name of the Company	Kirloskar Pneumatic Company Limited (the Company)
Meeting	48 th Annual General Meeting of the members of the Company (48 th AGM)
Day, Date & Time	Thursday, July 20, 2023 at 3:30 p.m. (IST)
Mode	Through Video Conferencing "VC"/Other Audio – Visual Means "OAVM"

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 27, 2023 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 from time to time, read with General Circular No. 14/2020 dated 8th April, 2020; the General Circular No. 17/2020 dated 13th April, 2020; the General Circular No. 20/2020 dated 5th May, 2020; the General Circular No. 2/2022 dated 5th May, 2022 and the General Circular No. 10/2022 dated 28th December, 2022 issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "MCA and SEBI Circulars") have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue.

The MCA and SEBI 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 members and the manner of voting at the meeting. 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 AGM of the Company.

Received




1. Responsibility of the Management and the Scrutinizer:

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 remote e-voting and e-voting during the meeting by the members on the resolutions proposed in the Notice of the 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"). The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

2. Notice of AGM, advertisement and remote e-voting period:

In accordance with the notice of the AGM sent to the members by way of email on June 28, 2023 and uploaded on the website of the Company at www.kirloskarpneumatic.com on June 28, 2023 and the 'Advertisement' published on June 29, 2023 pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the Circulars mentioned above, the remote e-voting period remained open from Monday, July 17, 2023 (9.00 a.m.) (IST) to Wednesday, July 19, 2023 (5.00 p.m.) (IST).

3. Cut-off Date:

The members holding shares as on the "cut-off" date i.e Wednesday, July 12, 2023, were entitled to vote on the proposed resolutions (item nos. 1 to 5) as set out in the Notice of the AGM of the Company.

4. Process of remote e-voting :

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 after conclusion of the AGM in the presence of two witnesses who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of members, who voted "for" and "against", were downloaded from the e-voting website of NSDL.

5. Process of Voting at the AGM:

After declaration of commencement of e-voting during the conduct of the AGM, the members 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). Thereafter, the details containing, inter-alia, list of members, who voted "for" and "against", were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com) and the same are being handed over to the authorized representative of 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.



6. Counting Process and results:

The total votes cast in favour or against for 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 31st March 2023 together with the Report of the Auditors' and Board of Directors thereon.

Summary of Voting:

(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
(a) Voted in Favour				
Number of members voted	151	8	159	--
Number of votes cast by them	4,07,67,487	46,880	4,08,14,367	100.00
(b) Voted against				
Number of members voted	3	0	3	--
Number of votes cast by them	128	0	128	0.00
(c) Total				
Total number of members voted	154	8	162	--
Total number of votes cast by them	4,07,67,615	46,880	4,08,14,495	100.00
(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 not voted and whose votes were declared invalid	5	0	#^ 5	
Total Number of shares involved	1,74,140	0	#^ 1,74,140	

2 shareholders by remote e-voting have not voted for 24,089 shares.

^ 3 shareholders voted by remote e-voting holding 1,50,051 shares have been considered as invalid.



b) Ordinary Resolution No. 2 – Declaration of dividend on equity shares for the financial year ended on 31st March 2023.

Summary of Voting:

(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
(a) Voted in Favour				
Number of members voted	153	8	161	--
Number of votes cast by them	4,07,90,565	46,880	4,08,37,445	100.00
(b) Voted against				
Number of members voted	2	0	2	--
Number of votes cast by them	127	0	127	0.00
(c) Total				
Total number of members voted	155	8	163	--
Total number of votes cast by them	4,07,90,692	46,880	4,08,37,572	100.00
(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 not voted and whose votes were declared invalid	4	0	#^ 4	
Total Number of shares involved	1,51,063	0	#^ 1,51,063	

1 shareholder by remote e-voting have not voted for 1,012 shares.

^ 3 shareholders voted by remote e-voting holding 1,50,051 shares have been considered as invalid.

c) Ordinary Resolution No. 3 – Re-appointment of Mr. Rahul C Kirloskar (DIN 00007319), Director who retires by rotation and being eligible, offers himself for re-appointment.

Summary of Voting:

(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
(a) Voted in Favour				
Number of members voted	148	8	156	



Number of votes cast by them	3,86,78,445	46,880	3,87,25,325	94.83
(b) Voted against				
Number of members voted	7	0	7	--
Number of votes cast by them	21,12,247	0	21,12,247	5.17
(c) Total				
Total number of members voted	155	8	163	--
Total number of votes cast by them	4,07,90,692	46,880	4,08,37,572	100.00
(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 not voted and whose votes were declared invalid	4	0	#^ 4	
Total Number of shares involved	1,51,063	0	#^ 1,51,063	

1 shareholder by remote e-voting have not voted for 1,012 shares.

^ 3 shareholders voted by remote e-voting holding 1,50,051 shares have been considered as invalid.

d) Ordinary Resolution No. 4 – Ratification of remuneration of M/s Sudhir Govind Jog, a proprietary firm of Cost Accountant, as Cost Auditor.

Summary of Voting:

(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
(a) Voted in Favour				
Number of members voted	152	8	160	--
Number of votes cast by them	4,07,90,564	46,880	4,08,37,444	100.00
(b) Voted against				
Number of members voted	3	0	3	--
Number of votes cast by them	128	0	128	0.00
(c) Total				
Total number of members voted	155	8	163	--
Total number of votes cast by them	4,07,90,692	46,880	4,08,37,572	100.00
(ii) Not voted/Invalid votes:				
Particulars	Remote e-voting	e-voting at AGM held	Total	



		through VC/OAVM	
Total number of members who have not voted/ partially not voted and whose votes were declared invalid	4	0	#^ 4
Total Number of shares involved	1,51,063	0	#^ 1,51,063

1 shareholder by remote e-voting have not voted for 1,012 shares.

^ 3 shareholders voted by remote e-voting holding 1,50,051 shares have been considered as invalid.

e) Ordinary Resolution No. 5 –Re-appointment and remuneration payable to Mr. K Srinivasan (DIN 00088424) as Managing Director.

Summary of Voting:

(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
(a) Voted in Favour				
Number of members voted	139	8	147	--
Number of votes cast by them	3,88,41,935	46,880	3,88,88,815	95.23
(b) Voted against				
Number of members voted	16	0	16	--
Number of votes cast by them	19,48,757	0	19,48,757	4.77
(c) Total				
Total number of members voted	155	8	163	--
Total number of votes cast by them	4,07,90,692	46,880	4,08,37,572	100.00
(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 not voted and whose votes were declared invalid	4	0	#^ 4	
Total Number of shares involved	1,51,063	0	#^ 1,51,063	

1 shareholder by remote e-voting have not voted for 1,012 shares.

^ 3 shareholders voted by remote e-voting holding 1,50,051 shares have been considered as invalid.



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




Sridhar G. Mudaliar

Partner

FCS. No. 6156

C. P. No. 2664

Place: Pune

Date: July 21, 2023

Peer Review number: P2013MH075200

UDIN: F006156E000653088