

Ref.: SEC& LEG/1119

September 19, 2024
Through online portal

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,

Sub.: Results of the Postal Ballot

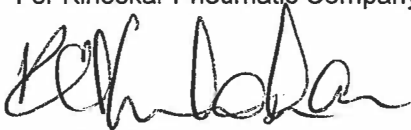
In continuation of our letter No. SEC&LEG/ 1089 dated August 14, 2024 and pursuant to Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); we are enclosing the following:

- a) Voting Results as required under Regulation 44 of the Listing Regulations – Annexure A;
- b) Report of the Scrutinizer on Postal Ballot remote E-voting – 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.

Thanking you
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

Annexure A

A) DETAILS OF THE PROCEEDINGS OF THE MEETING

Sr. No.	Particulars	Details
1	Date of the AGM / EOGM / Postal Ballot	Tuesday, September 17, 2024
2	Total number of shareholders as on cut-off date	As of Cut-off date i.e. August 9, 2024 36,053
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:	Not applicable

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Bimal Tanna (DIN : 06767157) as an 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	25213935	25193995	99.9209	25193995	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	25213935	25193995	99.9209	25193995	0	100.0000	0.0000
Public-Institutions	E-Voting	23521074	19878785	84.5148	19878785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23521074	19878785	84.5148	19878785	0	100.0000	0.0000
Public- Non Institutions	E-Voting	16073981	1090390	6.7836	1089879	511	99.9531	0.0469
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16073981	1090390	6.7836	1089879	511	99.9531	0.0469
Total		64808990	46163170	71.2296	46162659	511	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Deepak Bagla (DIN : 01959175) as an 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	25213935	25193995	99.9209	25193995	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		25213935	25193995	99.9209	25193995	0	100.0000
Public-Institutions	E-Voting	23521074	19878785	84.5148	19878785	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		23521074	19878785	84.5148	19878785	0	100.0000
Public- Non Institutions	E-Voting	16073981	1090440	6.7839	1089709	731	99.9330	0.0670
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		16073981	1090440	6.7839	1089709	731	99.9330
Total		64808990	46163220	71.2297	46162489	731	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	

To,
The Chairman,
Kirloskar Pneumatic Company Limited,
Pune.

Sub: Report on the voting process of the postal ballot through electronic mode [herein after referred to as the 'postal ballot(s)'] pursuant to notice of Postal Ballot dated July 20, 2024.

Dear Sir,

I, CS Sridhar Mudaliar, Partner of SVD & Associates, thank you for appointing us as Scrutinizer for conducting the voting process of the postal ballot on the resolutions as mentioned in the captioned postal ballot notice of Kirloskar Pneumatic Company Limited CIN: L29120PN1974PLC110307 ('the Company').

The Company, for the postal ballot event, had provided e-voting facility to all its members, to enable them to cast their votes electronically by engaging the services of National Securities Depository Limited ("NSDL") ('e-voting agency'). The electronic votes received from the website of the e-voting agency from Monday, August 19, 2024, at 9.00 am (IST) up to Tuesday, September 17, 2024 at 5.00 pm (IST) were scrutinized and a report on the votes so received is annexed herewith as 'Annexure - I'.

For SVD & Associates
Company Secretaries



Sridhar Mudaliar
Partner
FCS No: 6156
CP No: 2664



Peer Review No: 669/2020
UDIN: F006156F001249695

Date: September 19, 2024
Place: Pune

Encl: Postal Ballot Report – Annexure-I

Received
Sridhar Mudaliar
19/09/24

Annexure - I

Postal Ballot Report pursuant to notice of postal ballot dated July 20, 2024 of Kirloskar Pneumatic Company Limited

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 3/2022 dated May 05, 2022 and latest Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and other applicable provisions, if any, of the Listing Regulations, for the time being in force and as amended from time-to-time read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circulars"), the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India ("SS-2") and other applicable provisions, if any, for obtaining approval of the members, by way of Special Resolutions, through Postal Ballot by way of electronic means ("remote e-voting or e-voting") only, for the businesses as set out in the Notice].

We hereby submit as follows-

1. In compliance with the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and other applicable provisions, if any, of the Listing Regulations and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 3/2022 dated May 05, 2022 and latest Circular No. 09/2023 dated September 25, 2023 and other applicable circulars issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), for the time being in force and as amended from time-to-time read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circulars"), the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2") and other applicable provisions, if any, for obtaining approval of the members, by way of Special Resolution, through Postal Ballot by way of electronic means ("remote e-voting or e-voting") only, for the businesses as set out in the Notice, relating to postal ballot voting by electronic means by the shareholders of Kirloskar Pneumatic Company Limited (hereinafter referred to as 'the Company') on the resolutions proposed in the captioned notice of the postal ballot is the responsibility of the management. Our responsibility as a Scrutinizer is to render Scrutinizer's Report of the total votes cast in favour or against if any, on the resolution.
2. On August 14, 2024 the Company had completed the dispatch of Postal Ballot Notice to its Members whose name(s) appeared in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the cut-off date i.e. Friday, August 9, 2024 and whose e-mail addresses were available with the Company or with the Depositories/ Depository Participant or the Registrar and Share Transfer Agent of the Company ("RTA"). Pursuant to the MCA Circulars, the Company had sent the notices only through e-mails. The Company had not sent the Postal Ballot Notice to those members whose e-mail addresses were not available with the Company or Depositories/ Depository Participant or RTA, pursuant to the exemptions granted MCA and SEBI.



However, the Company had, vide a newspaper advertisement published on Thursday, August 15, 2024, also given an additional option to Members to vote on the resolutions covered in the captioned notice, including the process to the Members to register their e-mail address with the Company or with RTA.

3. In accordance with the captioned notice of the postal ballot which was sent to the shareholders by email on August 14, 2024 and the Advertisement published on Thursday, August 15, 2024 pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014, the voting commenced on Monday, August 19, 2024 at 9.00 am (IST) and ended on Tuesday, September 17, 2024 at 5.00 pm (IST) for ballot through electronic mode being the electronic voting (e-voting) facility that was provided by NSDL.
4. The votes were unblocked around 5.10 p.m. on Tuesday, September 17, 2024, in the presence of two witnesses who are not in the employment of the Company and the e-voting summary statement was downloaded from e-voting website of NSDL- www.evoting.nsdl.com.
5. Report on the results of the voting is based on the data downloaded from the e-voting website of NSDL in respect of the resolutions contained in the captioned notice of the postal ballot. The Chairman or Director or any other authorized personnel of the Company shall declare the results of the voting forthwith.
6. The report on the voting is as under:

a) Special Resolution No. 1: Appointment of Mr. Bimal Tanna (DIN: 06767157) as an Independent Director.		
Summary of Voting:		
(i) Voted in favor of or against the resolution:		
Particulars	Remote e-voting	% of total number of valid votes cast
(a) Voted in Favor		
Number of members voted	328	
Number of votes cast by them	4,61,62,659	99.9989
(b) Voted against		
Number of members voted	7	
Number of votes cast by them	511	0.0011
(c) Total=(a)+ (b)		
Total number of members voted	335	
Total number of votes cast by them	4,61,63,170	100.00

(ii) Not voted/Invalid votes:		
Particulars	Remote e-voting	
(a) Invalid votes		
Total number of members	5	
Total invalid shares	6,15,995	
(b) Not voted/Abstain		
Total number of members	1	
Total not voted/Abstain shares	50	
(c) Less Voted		
Total number of members	1	
Total less voted shares	50	

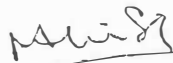


b) Special Resolution No. 2:		
Appointment of Mr. Deepak Bagla (DIN: 01959175) as an Independent Director.		
Summary of Voting:		
(i) Voted in favor of or against the resolution:		
Particulars	Remote e-voting	% of total number of valid votes cast
(a) Voted in Favor		
Number of members voted	327	
Number of votes cast by them	4,61,62,489	99.9984
(b) Voted against		
Number of members voted	9	
Number of votes cast by them	731	0.0016
(c) Total=(a)+ (b)		
Total number of members voted	336	
Total number of votes cast by them	4,61,63,220	100.00

(ii) Not voted/Invalid votes:		
Particulars	Remote e-voting	
(a) Invalid votes		
Total number of members	5	
Total invalid shares	6,15,995	
(b) Not voted/Abstain		
Total number of members	0	
Total not voted/Abstain shares	0	
(c) Less Voted		
Total number of members	1	
Total less voted shares	50	

7. Register of Postal Ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode, will remain in our custody until the Chairperson considers, approves, and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairperson/ person authorized by him for safe keeping.

For SVD & Associates
Company Secretaries





Sridhar Mudaliar
Partner
FCS No: 6156
C.P No: 2664

Peer Review No: 669/2020
UDIN: F006156F001249695

Date: September 19, 2024
Place: Pune