



KIRLOSKAR PNEUMATIC COMPANY LIMITED

A Kirloskar Group Company

Enriching Lives

May 6, 2015

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

Kind Atten.: Mr. Bharti Bhambwani, Relationship Manager

Dear Sir,

Sub.: RESULTS OF THE POSTAL BALLOT

Pursuant to Section 110 of the Companies (Management and Administration) Rules, 2014, the approval of the Shareholders vide Special Resolutions was sought by Postal Ballot Notice dated March 12, 2015 for the following :

1. Remuneration to Mr. Rahul C. Kirloskar, Executive Chairman due to inadequate profits.
2. Remuneration to Mr. Aditya Kowshik, Managing Director due to inadequate profits.

Mr. S. V. Deulkar, Partner of SVD & Associates, Practicing Company Secretaries was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The last date for e-vote and receipt of the Postal Ballot form duly completed from the Shareholders was upto 6.00 pm on Saturday May 2, 2015.

Based on the report submitted by the Scrutinizer today, the following results are announced by the Chairman at the Registered Office of the Company.

Particulars	No. of Shares	Resolution No. 1			Resolution No. 2		
		No. of Votes in favour	No. of Votes against	Rejected / Invalid / Not voted	No. of Votes in favour	No. of Votes against	Rejected / Invalid / Not voted
E-Voting	1,06,16,225	1,06,15,992	233	0	106,15,977	248	0
Postal Ballot	73,318	70,068	1,471	1,779	67,831	1,498	3,989
TOTAL	1,06,89,543	1,06,86,060	1,704	1,779	1,06,83,808	1,746	3,989



Pursuant to Clause 35A of the Listing Agreement; details regarding the Results of Postal Ballot are as follows
 Resolution No. 1 : Remuneration to Mr. Rahul C. Kirloskar, Executive Chairman due to inadequate profits.

Promoter / Public	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding shares $\frac{(3)}{[(2)/(1)]} * 100$	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled $\frac{(6)}{[(4)/(2)]} * 100$	% of Votes against on votes polled $\frac{(7)}{[(5)/(2)]} * 100$
	(1)	(2)	$\frac{(3)}{[(2)/(1)]} * 100$	(4)	(5)	$\frac{(6)}{[(4)/(2)]} * 100$	$\frac{(7)}{[(5)/(2)]} * 100$
Mode of voting : (E-voting)							
Promoter and Promoter Group	83,41,739	83,41,739	100.00%	83,41,739	0	100.00%	0.00%
Public - Institutional holders	22,71,717	22,71,717	100.00%	22,71,717	0	100.00%	0.00%
Public Others	2,769	2769	100.00%	2,536	233	91.58%	8.41 %
Total (A)	1,06,16,225	1,06,16,225	100.00%	1,06,15,992	233	99.99%	0.00%
Mode of voting : (Poll)							
Promoter and Promoter Group							
Public - Institutional holders							
Public Others	73,318	71,539	97.57%	70,068	1,471	97.94%	2.06%
Total (B)	73,318	71,539	97.57%	70,068	1,471	97.94%	2.06%
Result (A + B)	1,06,89,543	1,06,87,764	99.98%	1,06,86,060	1,704	99.98%	0.02%

* Includes Number of shares rejected and not voted



Resolution No. 2 : Remuneration to Mr. Aditya Kowshik, Managing Director due to inadequate profits.

Promoter / Public	No. of shares held*	No. of votes polled	% of Votes Polled on outstanding shares $\frac{(3)}{[(2)/(1)]*100}$	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled $\frac{(6)}{[(4)/(2)]*100}$	% of Votes against on votes polled $\frac{(7)}{[(5)/(2)]*100}$
	(1)	(2)	(3) =	(4)	(5)	(6) =	(7) =
Mode of voting : (E-voting)							
Promoter and Promoter Group	83,41,739	83,41,739	100.00%	83,41,739	0	100.00%	0.00%
Public - Institutional holders	22,71,717	22,71,717	100.00%	22,71,717	0	100.00%	0.00%
Public Others	2,769	2,769	100.00%	2,521	248	91.04%	8.96%
Total (A)	1,06,16,225	1,06,16,225	100.00%	1,06,15,977	248	99.99%	0.00%
Mode of voting : (Poll)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public - Institutional holders	-	-	-	-	-	-	-
Public Others	73,318	69,329	94.56%	67,831	1,498	97.84%	2.16%
Total (B)	73,318	69,329	94.56%	67,831	1,498	97.84%	2.16%
Result (A + B)	1,06,89,543	1,06,85,554	99.96%	1,06,83,808	1,746	99.98%	0.02%

* Includes Number of shares rejected and not voted



Accordingly, Special Resolutions as mentioned in the Notice of Postal Ballot dated March 12, 2015 has been passed by the requisite majority.

As required under Rule 22(13) of the Companies (Management and Administration) Rules, 2014, enclosed copy of the Scrutinizer's Report alongwith the above results.

Thanking you,
For Kirloskar Pneumatic Company Limited



Jitendra R. Shah
Company Secretary



Encl.: As above

SVD & ASSOCIATES

Company Secretaries

4th Floor, Vedwati Apts, Near Bhawkar Bhawan, Shivajinagar, Pune- 411005

Date: 6th May, 2015

To,
The Chairman,
Kirloskar Pneumatic Company Limited,
Pune - 411013

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

Dear Sir,

I, S. V. Deulkar partner of SVD & Associates, thank you for appointing us for conducting the voting process of the Postal Ballots and e-voting through electronic mode on the resolutions under section 197 of the Companies Act, 2013 as mentioned in the Postal Ballot Notice dated 12th March, 2015.

The Postal Ballots and e-votes received by the company upto 2nd May, 2015 were handed over to me. I have scrutinized the Postal Ballots and e-votes and my reports are annexed herewith.

For SVD & Associates



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

Encl:
Postal Ballot and E-voting Report - Annexure I

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 ordinary resolutions as under:

- a) Resolution no 1 – Special Resolution for remuneration to Mr. Rahul C Kirloskar, Executive Chairman due to inadequate profits.

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	17765
II.	Total Shareholders to whom Postal Ballots send	14668	0	14668
	Total shareholders to whom email send	0	3097	3097
III.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	306	49	355
IV.	Number of Postal Ballots rejected and not voted	43#	0	43
	Number of shareholders	43#	0	43
	Number of shares	1779	0	1779
V.	Total No. of Valid Postal Ballots/e- voting	266*	49	315
	Number of shareholders in favour	223	44	267
	Number of shareholders against	43	5	48
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	83.83%	89.79%	84.76%
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots/e-voting	73318	10616225	10689543
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	1779	0	1779
	Total valid votes	71539	10616225	10687764
VII.	Number of votes in favour of the resolution	70068	10615992	10686060
	Number of votes against the resolution	1471	233	1704
VIII.	Votes in favour of the resolution as a percentage of votes cast	97.94%	99.99%	99.98%

Notes:

- '*' Includes three cases comprising of 24 shares where the shareholders have voted partly for the resolution and partly not voted for the resolution.
- '#' Includes three cases who have not fully voted for the resolution and forty cases which stands rejected.


- b) Resolution no 2 – Special Resolution for remuneration to Mr. Aditya Kowshik, Managing Director due to inadequate profits.

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	0	0	17765
II.	Total Shareholders to whom Postal Ballots send	14668	0	14668
	Total shareholders to whom email send	0	3097	3097
III.	Total shareholders who exercised their votes through Postal Ballots / Total Folios	306	49	355
IV.	Number of Postal Ballots rejected and not voted	57#	0	57
	Number of shareholders	57#	0	57
	Number of shares	3989	0	3989
V.	Total No. of Valid Postal Ballots/e- voting	252*	49	301
	Number of shareholders in favour	207	43	250
	Number of shareholders against	45	6	51
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	82.14%	87.75%	83.06%
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots/ e-voting	73318	10616225	10689543
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	3989	0	3989
	Total valid votes	69329	10616225	10685554
VII.	Number of votes in favour of the resolution	67831	10615977	10683808
	Number of votes against the resolution	1498	248	1746
VIII.	Votes in favour of the resolution as a percentage of votes cast	97.84%	99.99%	99.98%

Note:

1. '**' Includes three cases comprising of 24 shares where shareholders have partly exercised their votes and partly not voted for the resolution.
2. '#' Includes three cases who have not fully voted for the resolution and fifty four cases which stands rejected.

Place: Pune
Date: 6th May, 2015


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

