

Date: 7<sup>th</sup> August 2025

BSE Scrip Code: **533293**

NSE Scrip Code: **KIRLOSENG**

To  
Corporate Relationship Department  
BSE Limited  
1st Floor, Rotunda Building,  
Dalal Street, Fort,  
Mumbai – 400 001

To  
Listing Department  
National Stock Exchange of India  
Ltd.  
Exchange Plaza, C -1, Block G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai – 400 051

Dear Sir/Madam,

**Subject: Proceedings of the Annual General Meeting**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, this is to inform you that 16<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held on Thursday, 7<sup>th</sup> August 2025 at 11.30 a.m. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') facility, in compliance with provisions of the Companies Act, 2013 ('the Act') and Rules thereof read with the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020; the General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, the General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, the General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, the General Circular No. 2/2022 dated 5<sup>th</sup> May, 2022, the General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, the General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and the General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024 and following business items were transacted at the AGM as detailed out in the AGM Notice for Item no. 1 to 7:

**A. ORDINARY BUSINESSES:**

1. Ordinary Resolution: Adoption of Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025 together with the Boards Report and the Auditors thereon.
2. Ordinary Resolution: Declaration of final dividend of Rs.4/- per equity share (200%) and confirmation of Interim Dividend of Rs.2.50/- per equity share (125%) already paid during the year for the Financial Year ended 31<sup>st</sup> March, 2025.
3. Ordinary Resolution: Re-Appointment of Mr. Vinesh Kumar Jairath (DIN: 00391684), who retires by rotation.

**B. SPECIAL BUSINESSES:**

4. Ordinary Resolution: Ratification and confirmation of the remuneration payable to the Cost Auditor.
5. Ordinary Resolution: Appointment of M. J. Risbud & Co., Practicing Company Secretaries, as the Secretarial Auditors of the Company, to hold the office for a period of 5 consecutive years commencing from the conclusion of 16<sup>th</sup> AGM till the conclusion of the 21<sup>st</sup> AGM of the Company who shall conduct Secretarial Audit of the Company, from and including, the Financial Year ended 31<sup>st</sup> March 2026 to the Financial Year ended 31<sup>st</sup> March 2030.
6. Ordinary Resolution: Re-appointment of Ms. Gauri Kirloskar (DIN: 03366274), as a Whole-Time Director with the designation as the Managing Director of the Company to hold office for a period of 3 (three) years commencing from 20<sup>th</sup> May, 2025.
7. Special Resolution: Consent to the Board of Directors of the Company and Arka Fincap Limited ("AFL" – a step-down material subsidiary company) for sell/ disposal/ transfer/ assignment/ securitisation of assets including, present and/or future loan receivables/book, book debts and investments of AFL exceeding 20% of the assets of AFL, in one or more tranches during any Financial Year but not exceeding Rs. 3,000 Crore in any Financial Year.

The Company provided the remote e-voting facility to members on resolutions proposed to be considered in the AGM from 4<sup>th</sup> August 2025 (9:00 am) (IST) to 6<sup>th</sup> August 2025 (5:00 pm) (IST). Further the facility of e-voting at the time of AGM was also provided.

The meeting commenced at 11:30 AM (IST) and concluded at 12:37 PM (IST).

The Results of the voting through e-voting at the AGM and Remote e-voting opted by the members on the resolutions for Item no. 1 to 7 of AGM Notice, will be submitted separately in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, along with Scrutinizer's report thereon.

You are requested to take the same on record.

Thanking you.

Yours Faithfully,  
For Kirloskar Oil Engines Limited

Farah Irani  
Company Secretary and Compliance Officer