

Date: 12th August 2022

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: Voting Result and Scrutinizer's Report for the 13th Annual General Meeting (AGM)

Please find enclosed herewith following:

1. Voting results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder read with SEBI Circular no. CIR/CFD/CMD/8/2015 dated 4th November 2015
2. Scrutinizer's report pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendments thereof, on remote e-voting and e-voting at the time of AGM.

Based on aforesaid Scrutinizer's report the resolutions for Item no. 1 to 9 of AGM Notice were passed with requisite majority.

You are kindly requested to take the same on your records.

Thanking you.

Yours Faithfully,
For Kirloskar Oil Engines Limited

Smita Raichurkar
Company Secretary and Head Legal

Encl.: As above

Details as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting	11-Aug-22
Total Number of Shareholders on Record Date i.e. 4th August 2022	53337
Number of Shareholders present in the Meeting either in person or through Proxy:- <div style="margin-left: 20px;"> - Promoters and Promoter Group - Public </div>	Not Applicable
Number of Shareholders attended the Meeting through Video Conferencing:- <div style="margin-left: 20px;"> - Promoters and Promoter Group - Public </div>	<div style="margin-left: 20px;">14</div> <div style="margin-left: 20px;">36</div>

Agenda-Wise Disclosure

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Resolution No. 4: Ratification and confirmation of the remuneration payable to the Cost Auditor								
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
Public – Institutions	E-Voting	2,58,79,911	2,26,10,007	87.37	2,26,10,007	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	2,58,79,911	2,26,10,007	87.37	2,26,10,007	0	100.00	0.00
Public - Non Institutions	E-Voting	3,27,89,673	1,90,183	0.58	1,89,730	453	99.76	0.24
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	3,27,89,673	1,90,183	0.58	1,89,730	453.00	99.76	0.24
Total		14,46,32,489	10,81,81,775	74.80	10,81,81,322	453	100.00	0.00
* Excludes 9900 Invalid/ Abstain votes								
Resolution No. 5: Continuation of Mr. Atul C. Kirloskar (DIN 00007387) (an existing Director of the Company) as the Whole Time Director with designation as the Executive Chairman of the Company to hold office till 31st March 2023 with retrospective effect from 26th January 2022.								
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
Public – Institutions	E-Voting	2,58,79,911	2,26,10,007	87.37	1,30,32,692	9577315	57.64	42.36
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	2,58,79,911	2,26,10,007	87.37	1,30,32,692	9577315	57.64	42.36
Public - Non Institutions	E-Voting	3,27,89,673	1,89,433	0.58	1,89,090	343	99.82	0.18
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	3,27,89,673	1,89,433	0.58	1,89,090	343.00	99.82	0.18
Total		14,46,32,489	10,81,81,025	74.80	9,86,03,367	95,77,658	91.15	8.85
* Excludes 10650 Invalid/ Abstain votes								

Resolution No. 6: Appointment of Mr. Yogesh Kapur (DIN 00070038) as an Independent Director of the Company to hold office for a first term of five (5) consecutive years with effect from 29th September 2021.

Resolution required: (Ordinary/ Special)	Special
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Whether promoter/ promoter group are interested in the agenda/resolution?	No
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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	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00
Public – Institutions	E-Voting	2,58,79,911	2,26,10,007	87.37	2,26,10,007	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		2,58,79,911	2,26,10,007	87.37	2,26,10,007	0	100.00
Public - Non Institutions	E-Voting	3,27,89,673	1,89,433	0.58	1,88,590	843	99.55	0.45
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		3,27,89,673	1,89,433	0.58	1,88,590	843	99.55
Total		14,46,32,489	10,81,81,025	74.80	10,81,80,182	843	100.00	0.00

* Excludes 10650 Invalid/ Abstain votes

Resolution No. 7: Appointment of Mrs. Purvi Sheth (DIN 06449636) as an Independent Director of the Company to hold office for a first term of five (5) consecutive years with effect from 19th May 2022.

Resolution required: (Ordinary/ Special)	Special
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Whether promoter/ agenda/resolution?	promoter group are interested in the	No
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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	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
Public – Institutions	E-Voting	2,58,79,911	2,26,10,007	87.37	2,26,10,007	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		2,26,10,007	87.37	2,26,10,007	0	100.00	0.00
Public - Non Institutions	E-Voting	3,27,89,673	1,74,433	0.53	1,73,580	853	99.51	0.49
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1,74,433	0.53	1,73,580	853	99.51	0.49
Total		14,46,32,489	10,81,66,025	74.79	10,81,65,172	853	100.00	0.00

* Excludes 25650 Invalid/ Abstain votes

Resolution No. 8: Re-appointment of Mr. Satish Jamdar (DIN 00036653) as an Independent Director of the Company to hold office for a second term of 4 (four) consecutive years with effect from 4th August 2022, whose period of office is liable to expire on 3rd August 2022.

Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
Public – Institutions	E-Voting	2,58,79,911	2,26,10,007	87.37	2,26,04,569	5438	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	2,58,79,911	2,26,10,007	87.37	2,26,04,569	5438	99.98	0.02
Public - Non Institutions	E-Voting	3,27,89,673	1,74,433	0.53	1,72,994	1439	99.18	0.82
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	3,27,89,673	1,74,433	0.53	1,72,994	1439	99.18	0.82
Total		14,46,32,489	10,81,66,025	74.79	10,81,59,148	6,877	99.99	0.01

* Excludes 25650 Invalid/ Abstain votes

Resolution No. 9: Appointment of Ms. Gauri Kirloskar (DIN: 03366274) (an existing Director of the Company) 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 20th May 2022.

Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	8,59,62,905	8,53,81,585	99.32	8,53,81,585	0	100.00	0.00
Public – Institutions	E-Voting	2,58,79,911	2,26,10,007	87.37	1,30,38,130	9571877	57.67	42.33
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	2,58,79,911	2,26,10,007	87.37	1,30,38,130	9571877	57.67	42.33
Public - Non Institutions	E-Voting	3,27,89,673	1,74,433	0.53	1,73,494	939	99.46	0.54
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	3,27,89,673	1,74,433	0.53	1,73,494	939	99.46	0.54
Total		14,46,32,489	10,81,66,025	74.79	9,85,93,209	95,72,816	91.15	8.85

* Excludes 25650 Invalid/ Abstain votes

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and

Rule 20 of the Companies, (Management and Administration) Rules, 2014, as amended]

To,

The Chairman / Director,
Kirloskar Oil Engines Limited,
Laxmanrao Kirloskar Road,
Khadki, Pune-411 003.

Dear Sir,

I, Manasi Paradkar, a Company Secretary in Practice, have been appointed by the Board of Directors of Kirloskar Oil Engines Limited, CIN: L29100PN2009PLC133351 ('The Company') as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and e-voting at the 13th Annual General Meeting (AGM) of the members of the Company held on Thursday, 11th August, 2022 at 11.30 a.m. and ascertaining the voting result on the resolutions contained in the Notice of AGM.

The scrutiny of voting process along with ascertaining of voting results is as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and read with the relevant and updated SEBI Circulars and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 along with all related circulars issued by the Ministry of Corporate Affairs from time to time.

The Notice dated 19th May, 2022 setting out material facts under Section 102 of the Companies Act, 2013 were sent to members by email

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to e-voting. My responsibility as a scrutinizer for the voting process through different modes is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions and "invalid/abstained votes", based on the reports generated and downloaded from the e-voting system provided by, National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities engaged by the Company.

Further to the above, I submit my Report as under:-

- i. The members of the Company as on the "cut-off" date i.e; Thursday, 4th August, 2022 were entitled to vote on the resolutions as set out in the AGM Notice.

Manasi Paradkar


Manasi Paradkar
FCS-5447
C.P.-4385
Company Secretary


- ii. The remote e-voting period remained open from Monday, 8th August, 2022 (9.00 A.M.) to Wednesday, 10th August, 2022, (5.00 P.M.)
- iii. The facility for e-voting during the Annual General Meeting was provided for those members who attended the meeting but not voted through the remote e-voting facility. Remote e-voting along with the e-voting at the Annual General Meeting was unblocked after completion of voting process at the Annual General Meeting, in the presence of 2 witnesses, who were not in the employment of the Company.
- iv. The details containing *inter alia*, list of equity shareholders, who voted "for", "against" and "invalid/abstained" on each of the resolutions those were put to vote, were generated from the e-voting website of National Securities Depository Limited i.e. <https://evoting.nsdl.com>.
- v. Thereafter, the consolidated report considering remote e-voting and e-voting during the AGM was prepared. A copy of the same is annexed hereto.
- vi. Due to continuous threat of COVID-19 pandemic, the Company has conducted Annual General Meeting through video conferencing. Accordingly voting through ballot dispensed with and E-voting at the meeting was provided. Our report is a consolidated report of remote E-voting and E-voting at the Meeting.
- vii. Based on the aforesaid results, we report that all the Ordinary Resolutions as set out in Item Nos. 1 to 5 & Item no.9 and Special resolution at set out in Item no. 6,7 & 8 in the Notice of the AGM have been passed with the requisite majority


Thanking You


Yours Faithfully,

For Manasi Paradkar & Associates


Manasi Paradkar
Practicing Company Secretary
[FCS- 5447, CP -4385]
Place: Pune
Date: 12/08/2022
PRN:1070/2021
UDIN: F005447D000763985




Witness No.1
[Ms. Mugdha Kulkarni]


Witness no. 2
[Ms. Yogita Barve]

Received on 12th August 2022
For Kirloskar Oil Engines Limited

Atul
Chandrakant Kirloskar
Digitally signed by
Atul Chandrakant
Kirloskar
Date: 2022.08.12
11:34:44 +05'30'

Atul C. Kirloskar
Executive Chairman/Director
DIN: 00007387

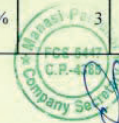
Kirloskar Oil Engines Limited
CIN L29100PN2009PLC133351

ANNEXURE TO SCRUTINIZER'S REPORT FOR 13th ANNUAL GENERAL MEETING DATED AUGUST 11, 2022

Resolution n No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain	
					No. of members	Votes	% of Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes
	Ordinary Business											
1	Ordinary Resolution: Adoption of Audited Standalone Financial Statements for the FY ended 31.03.22 together with the Board's Report & the Auditors report thereon and adoption of audited Consolidated Financial Statements of the Company for the FY ended 31.3.22 together with Auditors report thereon.	Remote Evoting	216	10,81,21,397	213	10,81,21,254	99.9803%	3	143	0.0001%	1	49,098
		Evoting at AGM	3	21,180	3	21,180	0.0196%	-	-	-	-	-
		Total	219	10,81,42,577	216	10,81,42,434	99.9999%	3	143	0.0001%	1	49,098
2	Ordinary Resolution: Declaration of Final Dividend of Rs. 2.50/- per equity share (i.e. 125%) and confirmation of Interim Dividend of Rs. 1.50/- per equity share (i.e 75%) already paid during the year for the Financial Year ended 31st March 2022	Remote Evoting	217	10,81,70,495	213	10,81,70,152	99.9801%	4	343	0.0003%	-	-
		Evoting at AGM	3	21,180	3	21,180	0.0196%	-	-	-	-	-
		Total	220	10,81,91,675	216	10,81,91,332	99.9997%	4	343	0.0003%	-	-
3	Ordinary Resolution: Approval to the reappointment of Mr. Vinesh Kumar Jairath, Director [DIN: 00391684] who retires by rotation	Remote Evoting	215	10,81,59,845	205	10,81,18,745	99.9424%	10	41,100	0.0380%	2	10,650
		Evoting at AGM	3	21,180	3	21,180	0.0196%	-	-	-	-	-
		Total	218	10,81,81,025	208	10,81,39,925	99.9620%	10	41,100	0.0380%	2	10,650



Special Business												
4	Ordinary Resolution: Ratification and confirmation of remuneration payable to Cost Auditors, M/s Parkhi Limaye & Co., Cost Accountants, Pune for the financial year ending 31st March, 2023.	Remote Evoting	216	10,81,60,595	210	10,81,60,142	99.9800%	6	453	0.0004%	1	9,900
		Evoting at AGM	3	21,180	3	21,180	0.0196%	-	-	-	-	-
		Total	219	10,81,81,775	213	10,81,81,322	99.9996%	6	453	0.0004%	1	9,900
5	Ordinary Resolution: Approval to the continuation of the term of Mr. Atul C. Kirloskar [DIN:00007387] as a Whole Time Director designated as an Executive Chairman of the Company to hold the office till 31.03.2023 with retrospective effect from 26.01.2022 & approval to the revised terms of remuneration.	Remote Evoting	215	10,81,59,845	187	9,85,82,187	91.1271%	28	95,77,658	8.8533%	2	10,650
		Evoting at AGM	3	21,180	3	21,180	0.0196%	-	-	-	-	-
		Total	218	10,81,81,025	190	9,86,03,367	91.1467%	28	95,77,658	8.8533%	2	10,650
6	Special Resolution: Approval to the appointment of Mr. Yogesh Kapur [DIN:00070038] as an Independent Director of the Company to hold the office for a first term of five (5) consecutive years w.e.f 29.09. 2021 whose term as an additional Director ends at the ensuing AGM	Remote Evoting	215	10,81,59,845	210	10,81,59,002	99.9796%	5	843	0.0008%	2	10,650
		Evoting at AGM	3	21,180	3	21,180	0.0196%	-	-	-	-	-
		Total	218	10,81,81,025	213	10,81,80,182	99.9992%	5	843	0.0008%	2	10,650
7	Special Resolution: Approval to appointment of Mrs. Purvi Sheth [DIN:06449636] as an Independent Director of the Company to hold office for a first term of five (5) consecutive years with effect from 19.5.2022 whose term as an additional Directors ends at ensuing AGM	Remote Evoting	214	10,81,44,845	208	10,81,43,992	99.9796%	6	853	0.0008%	3	25,650
		Evoting at AGM	3	21,180	3	21,180	0.0196%	-	-	-	-	-
		Total	217	10,81,66,025	211	10,81,65,172	99.9992%	6	853	0.0008%	3	25,650



Handwritten signature/initials

8	Special Resolution: Approval to re-appointment Mr. Satish Jamdar [DIN:00036653] whose period of office is liable to expire on 3.8.22, as an Independent Director of the Company to hold office for a second term of four (4) consecutive years with effect from 4th August 2022	Remote Evoting	214	10,81,44,845	207	10,81,37,968	99.9741%	7	6,877	0.0063%	3	25,650
		Evoting at AGM	3	21,180	3	21,180	0.0196%	-	-	-	-	-
		Total	217	10,81,66,025	210	10,81,59,148	99.9937%	7	6,877	0.0063%	3	25,650
9	Ordinary Resolution: Approval to appointment of Ms. Gauri Kirloskar [DIN:03366274] as a Whole Time Director designated as the Managing Director of the Company to hold the office for a period of three (3) years commencing from 20th May 2022 & approval to the revised remuneration payable to her.	Remote Evoting	214	10,81,44,845	188	9,85,72,029	91.1303%	26	95,72,816	8.8501%	3	25,650
		Evoting at AGM	3	21,180	3	21,180	0.0196%	-	-	-	-	-
		Total	217	10,81,66,025	191	9,85,93,209	91.1499%	26	95,72,816	8.8501%	3	25,650



MANASI PARADKAR
FCS-5447 CP-4385
Practicing Company Secretary
Pune
12.08.2022
PRN 1070/2021
UDIN: F005447D000763985

Received on 12th August 2022
For Kirloskar Oil Engines Limited

Atul
Digitally signed by
Atul Chandrakant
Kirloskar
Date: 2022.08.12
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Atul C. Kirloskar
EXECUTIVE CHAIRMAN /DIRECTOR
DIN: 00007387