NSE Scrip Code: KIRLOSENG

To
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400051

Dear Sir/Madam,

## Subject: Voting Result and Scrutinizer's Report for the $12^{\text {th }}$ 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 $4^{\text {th }}$ 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 8 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 Arun $\begin{gathered}\text { Digitally signed by } \text { Smita } \\ \text { Aun faichuwar }\end{gathered}$
Raichurkar
Smita Raichurkar
Company Secretary

Encl.: As above

Kirloskar Oil Engines Limited
A Kirloskar Group Company

Regd. Office: Laxmanrao Kirloskar Road,
Khadki, Pune, Maharashtra - 411003 India.
Tel: +91 (20) 25810341, 66084000
Fax: +91 (20) 25813208, 25810209
Email: info@kirloskar.com | Website: www.koel.kirloskar.com

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

| Date of Annual General Meeting | 12-Aug-21 |
| :--- | :---: |
| Total Number of Shareholders on Record Date i.e. 5th August 2021 | 46344 |
| Number of Shareholders present in the Meeting either in person or <br> through Proxy:- <br> - Promoters and Promoter Group <br> - Public |  |
| Number of Shareholders attended the Meeting through Video <br> Conferencing:- | Not Applicable |
| - Promoters and Promoter Group |  |
| $\quad$ - Public |  |

agenda-Wise Disclosure



| Resolution required: (Ordinary/ Special) | Ordinary |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No |  |  |  |  |  |  |  |
| Category | Mode of voting | No. of shares held | $\begin{aligned} & \text { No. of } \left.\begin{array}{l} \text { Notes } \\ \text { polled* } \end{array} \right\rvert\, \end{aligned}$ | \% of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | $\begin{aligned} & \% \text { of Votes in } \\ & \text { favour on votes } \\ & \text { polled } \end{aligned}$ | \% of Votes against on votes polled |
|  |  | (1) | (2) | (3) $=[(2) /(1)]^{*} 100$ | (4) | (5) | $(6)=[(4) /(2)]^{* 1}$ 00 | (7) $=[(5) /(2)]^{*} 100$ |
| Promoter and Promoter Group | E-Voting | 8,59,62,905 | 8,56,46,941 | 99.63 | 8,56,46,941 | 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 | 8,56,46,941 | 99.63 | 8,56,46,941 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 2,88,47,154 | 2,54,90,946 | 88.37 | 2,40,99,136 | 1391810 | 94.54 | 5.46 |
|  | Poll |  | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
|  | Postal Ballot (if applicable) |  | NA | NA | NA | NA | NA | NA |
|  | Total | 2,88,47,154 | 2,54,90,946 | 88.37 | 2,40,99,136 | 1391810 | 94.54 | 5.46 |
| Public - Non Institutions | E-Voting | 2,98,03,802 | 1,13,679 | 0.38 | 97,708 | 871 | 85.95 | 0.77 |
|  | Poll |  | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
|  | Postal Ballot (if applicable) |  | NA | NA | NA | NA | NA | NA |
|  | Total | 2,98,03,802 | 1,13,679 | 0.38 | 97,708 | 871.00 | 85.95 | 0.77 |
| Total |  | 14,46,13,861 | 11,12,51,566 | 76.93 | 10,98,43,785 | 13,92,681 | 98.73 | 1.25 |
| * Includes 15100 Invalid/ Abstain votes |  |  |  |  |  |  |  |  |
|  Meeting of the Company till the conclusion of the Annual General Meeting of the Company to be held in the year 2026 |  |  |  |  |  |  |  |  |
| Resolution required: (Ordinary/ Special) | Ordinary |  |  |  |  |  |  |  |
| Whether promoter/ promoter <br> agenda/resolution? group are interested in the    | No |  |  |  |  |  |  |  |
| Category | Mode of voting | No. of shares held | No. of <br> polled* votes | $\%$ of Votes Polled on outstanding shares | $\begin{aligned} & \text { No. of Votes - in } \\ & \text { favour } \end{aligned}$ | No. of Votes - against | $\left\|\begin{array}{l}\% \text { of Votes in } \\ \text { favour on votes } \\ \text { polled }\end{array}\right\|$ | \% of Votes against on votes polled |
|  |  | (1) | (2) | (3) $=[(2) /(1)]^{*} 100$ | (4) | (5) | $(6)=[(4) /(2)]^{* 1}$ 00 | (7) $=[(5) /(2)] * 100$ |
| Promoter and Promoter Group | E-Voting | 8,59,62,905 | 8,56,46,941 | 99.63 | 8,56,46,941 | 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 | 8,56,46,941 | 99.63 | 8,56,46,941 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 2,88,47,154 | 2,54,90,946 | 88.37 | 2,54,90,946 | 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 | 2,88,47,154 | 2,54,90,946 | 88.37 | 2,54,90,946 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | 2,98,03,802 | 1,13,679 | 0.38 | 1,13,058 | 421 | 99.45 | 0.37 |
|  | Poll |  | - 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
|  | Postal Ballot (if applicable) |  | NA | NA | NA | NA | NA | NA |
|  | Total | 2,98,03,802 | 1,13,679 | 0.38 | 1,13,058 | 421.00 | 99.45 | 0.37 |
| Total |  | 14,46,13,861 | 11,12,51,566 | 76.93 | 11,12,50,945 | 421 | 100.00 | 0.00 |
| * Includes 200 Invalid/ Abstain votes |  |  |  |  |  |  |  |  |




Off. : 9 B, 'Anant Prasad', Anantkrupa Society,
S. No. 119/1, Paud Road, Kothrud, Pune 411038

Tel. : 020 - 65204167, Cell No. : 9423531223
Mail : manasisparadkar@gmail.com

## 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 $12^{\text {th }}$ Annual General Meeting (AGM) of the members of the Company held on Thursday. $12^{\text {th }}$ August, 2021 at 11.30 a.m. and ascertaining the voting result on the resolutions contained in the Notice of AGM.

The Notice dated $13^{\text {th }}$ May, 2021 setting out material facts under Section 102 of the Companies Act. 2013 were sent to members by email.

The scrutiny of voting process along with ascertaining of voting results is as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and read with the SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated $12^{\text {th }}$ May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated $15^{\text {th }}$ January 2021, and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 \& read with the General Circular No. 14/2020 dated $8^{\text {th }}$ April 2020; the General Circular No. 17/2020 dated $13^{\text {th }}$ April 2020, the General Circular No. 20/2020 dated $5^{\text {th }}$ May 2020 and the General Circular No. 02/2021 dated $13^{\text {th }}$ January 2021 issued by the Ministry of Corporate Affairs.

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 remote e-voting period remained open from Monday, $9^{\text {th }}$ August, 2021 (9.00 A.M.) to Wednesday, $11^{\text {th }}$ August, 2021, (5.00 P.M.)
ii. The members of the Company as on the "cut-off" date i.e; Thursday, $5^{\text {th }}$ August, 2021 were entitled to vote on the resolutions as set out in the AGM Notice.
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 evoting 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.
*E-voting contains remote E-voting and E-voting at Annual General Meeting. Due to COVID-19 pandemic, 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 Annual General Meeting.

Thanking You
Yours Faithfully,
For Manasi Paradkar\& Associates


Received on 13th August 2021
For Kirloskar Oil Engines Limited
Atul $\begin{aligned} & \text { Digitally signed } \\ & \text { by Atul } \\ & \text { Chal }\end{aligned}$
Chandraka $\begin{gathered}\text { Chandrakant } \\ \text { Kirloskar }\end{gathered}$
nt Kirloskar $\begin{aligned} & \text { Kirloskar } \\ & 11: 45: 30+00^{\prime} 30^{\prime} \\ & 1020\end{aligned}$
Atul C. Kirloskar
Executive Chairman
Place: Pune
Date: 13/08/2021
PRN:1070/2021
UDIN: F005447C000761433

Kirloskar Oil Engines Limited
CIN L29100PN2009PLC133351
ANNLXURE TO SCRUTINIZER'S REPORT FOR 12th AGM DATED AUGUST 12, 2021

| Resolutio n No. | Resolution Description | Mode of Voting | No. of Members voted | Total Votes | In Favour |  |  | Against |  |  | Invalid/Abstain |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  | No. of members | Votes | $\%$ of <br> Total <br> Valid <br> Votes | No. of members | Votes | \% of <br> Total <br> Valid <br> Votes | No. of members | Votes |
| Ordinary Business |  |  |  |  |  |  |  |  |  |  |  |  |
| 1 | Ordinary Resolution: Adoption of Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2021 together with the Reports of the Board of Directors and the Auditors thereon. | E-voting | 221 | 111251566 | 218 | 111079128 | 100\% | 2 | 142 | 0\% | 1 | 172296 |
|  |  | Total | 221 | 111251566 | 218 | 111079128 | 100\% | 2 | 142 | 0\% | 1 | 172296 |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
| 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 2021 | E- voting | 221 | 111251566 | 220 | 111251466 | 100\% | 0 | 0 | 0\% | 1 | 100 |
|  |  | Total | 221 | 111251566 | 220 | 111251466 | 100\% | 0 | 0 | 0\% | 1 | 100 |
| 3 | Ordinary Resolution: Approval to the reappointment of Mr. Mahesh R. Chhabria, Director <br> [DIN: 00166049 ] who retires by rotation | E- voting | 221 | 111251566 | 182 | 109801813 | 99\% | 37 | 1449553 | 1\% | 2 | 200 |
|  |  | Total | 221 | 111251566 | 182 | 109801813 | 99\% | 37 | 1449553 | 1\% | 2 | 200 |


| 4 | Ordinary Resolution: Approval to the reappointment of Ms. Gauri Kirloskar, Director [DIN: 03366274] who retires by rotation | E-voting | 221 | 111251566 | 190 | 109843785 | 99\% | 29 | 1392681 | 1\% | 2 | 15100 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  | Total | 221 | 111251566 | 190 | 109843785 | 99\% | 29 | 1392681 | 1\% | 2 | 15100 |
| 5 | Ordinary Resolution: Approval to the appointment of G.D. Apte \& Co, Chartered Accountants [FRN: 100515 W ] as the Statutory Audiors of the Company for the first term of 5 consecutive years w.e.f conclusion of this AGM upto the AGM to be held in the year 2026 | E- voting | 221 | 111251566 | 215 | 111250945 | 100\% | 4 | 421 | 0\% | 2 | 200 |
|  |  | Total | 221 | 111251566 | 215 | 111250945 | 100\% | 4 | 421 | 0\% | 2 | 200 |
| Special Business |  |  |  |  |  |  |  |  |  |  |  |  |
| 6 | Ordinary Resolution: Ratification and confirmation of remuneration payable to Cost Auditors, M/s Parkhi Limaye \& Co., Cost Accountants, Pune for the financial year ending 31 st March, 2022. | E- voting | 221 | 111251566 | 216 | 111251385 | 100\% | 3 | 66 | 0\% | 2 | 115 |
|  |  | Total | 221 | 111251566 | 216 | 111251385 | 100\% | 3 | 66 | 0\% | 2 | 115 |
| 7 | Special Resolution: Approval for making amendment and revision of KOEL ESOP 2019 \& to make variations in the Scheme from time to time | E-voting | 221 | 111251566 | 178 | 108958587 | 98\% | 39 | 2042749 | 2\% | 4 | 250230 |
|  |  | Total | 221 | 111251566 | 178 | 108958587 | 98\% | 39 | 2042749 | 2\% | 4 | 250230 |
|  | 21 |  |  |  |  |  |  |  |  |  |  |  |



