

15th July 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: Copies of Notices published in the Newspapers

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copies of the Notices published in the Newspapers [Financial Express (all editions) and Loksatta (Pune edition)] on 15th July 2022 regarding Annual General Meeting, Remote e-voting, Book closure and Tax on Dividend.

You are requested to the same on your record.

Thanking you,

Yours Faithfully,
For Kirloskar Oil Engines Limited

Smita Raichurkar
Company Secretary and Head Legal

Encl.: As above

Kirloskar Oil Engines Limited

A Kirloskar Group Company

Registered Office:Laxmanrao Kirloskar Road, Khadki, Pune - 411 003
CIN: L28100PN2009PLC133351

Notice of 13th Annual General Meeting, E-voting, Book Closure Date and Tax on Dividend

Notice is hereby given that 13th Annual General Meeting (AGM) of Kirloskar Oil Engines Limited (the Company) will be held on Thursday, the 11th day of August 2022, 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 thereunder, as amended, read with the General Circular No. 14/2020 dated 8th April 2020; the General Circular No. 17/2020 dated 13th April 2020; the General Circular No. 20/2020 dated 5th May 2020, the General Circular No. 02/2021 dated 13th January 2021, the General Circular No. 19/2021 dated 8th December 2021, the General Circular No. 21/2021 dated 14th December 2021 and the General Circular No. 2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, read with the SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13th May 2022 issued by the Securities and Exchange Board of India, (collectively referred to as 'SEBI Circulars') to transact the business as set out in the Notice of AGM.

NOTICE is further given that pursuant to the provisions of Section 91 of the Companies Act, 2013 & Rules thereof, including amendments thereunder and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 5th August 2022 to Thursday, 11th August 2022, (both days inclusive), for the purpose of AGM and for declaration of Dividend for the Financial Year 2021-22.

In compliance with the aforesaid MCA Circulars and SEBI Circulars the Notice of AGM along with the Statement annexed to the Notice pursuant to provisions of Section 102 of the Companies Act, 2013 and Rules thereof including amendments thereunder and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereunder and the Annual Report of the Company for Financial Year 2021-22, have been sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / the Depository Participants (DPs) / the Registrar and Share Transfer Agent (R & T Agent), as the case may be. The aforesaid documents are also available on the website of the Company viz., www.kirloskaroilengines.com, on the websites of Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing the facility to its members holding shares as on 4th August 2022, being cut-off date, to exercise their right to vote on all resolutions set forth in the Notice of AGM. The Members may cast their votes using an e-voting system from a place other than the venue of the meeting (Remote e-voting) or by e-voting at the AGM. The Company has engaged National Securities Depository Limited (NSDL) to provide Remote e-voting and e-voting facility at the AGM. The details of Remote e-voting are as under:

1. Date of completion of sending the Annual Report for Financial Year 2021-22, including Notice of AGM through electronic mode: 14th July 2022.
2. The Remote e-voting period commences on **Monday, 8th August 2022 at 9.00 a.m. (IST) and ends on Wednesday, 10th August 2022 at 5.00 p.m. (IST).**
3. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e., **Thursday, 4th August 2022**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or pune@linkintime.co.in or investors@kirloskar.com. If a person is already registered with NSDL for Remote e-voting, then existing user ID and password can be used for casting vote. If you forgot your password, you can reset your password by using 'Forgot User Details / Password' or 'Physical User Reset Password' option available on www.evoting.nsdl.com. A member can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
4. The Members are also informed that:
 - a. Remote e-voting shall not be allowed beyond 5.00 p.m. (IST) on 10th August 2022.
 - b. The members attending the AGM through VC / OAVM facility, who have not casted their vote by Remote e-voting shall be able to exercise their right at the AGM through e-voting.
 - c. A member may participate in the AGM even after exercising his right to vote through Remote e-voting but shall not be allowed to vote again at the AGM.
 - d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, i.e., **Thursday, 4th August 2022**, shall be entitled to avail the facility of either Remote e-voting or e-voting at the AGM.
 - e. The procedure of electronic voting or attending the AGM through VC / OAVM is available in the Notice of AGM.
 - f. The manner of registration of e-mail addresses of those Members whose email addresses are not registered with the Company / the R & T Agent / DP, is available in the Notice of AGM.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL on toll free number 1800 1020 890 and 1800 22 44 30 or at designated e-mail ID: evoting@nsdl.co.in, who will address the grievances related to electronic voting. The Members can also write to the Company Secretary at investors@kirloskar.com.

Investors Satisfaction Survey:

As a part of our constant endeavour to improve shareholder services, we have initiated a shareholders' satisfaction survey. Please spare a few minutes of your valuable time to fill this questionnaire. The Link is available on the Company's website viz. <https://www.kirloskaroilengines.com/shareholders-survey>.

Attention: Shareholders are requested to claim their unclaimed dividend of the Company, if any, the details of which are available on the Company's website viz. www.kirloskaroilengines.com or you can send the e-mail for more details to investors@kirloskar.com

Tax on Dividend:

This is to inform that the Board of Directors of the Company at its meeting held on Thursday, 10th May 2022, have recommended a Final Dividend of Rs. 2.50/- per Equity Share having nominal value of Rs. 2/- each (i.e. 125%), for the Financial Year 2021-2022 which is subject to the approval of the shareholders in the ensuing Annual General Meeting to be held on 11th August 2022 and has fixed the Cut-off Date as Thursday, 4th August 2022 for determining eligibility of members to receive the Final Dividend.

In accordance with the provisions of the Income Tax Act, 1961 ("the Act") as amended from time to time, dividend declared and paid by a company is taxable in the hands of shareholders and the company is required to deduct TDS from dividend paid to the shareholders at the applicable rates. We shall therefore be required to deduct tax at source at the time of making the payment of the said dividend.

Tax rate applicable to a shareholder depends upon availability of PAN, residential status and classification as per the provisions of the Act. All shareholders are thereby requested to update any change in PAN, residential status and/or category with depository participants (in case of shares held in electronic form) or with the RTA, i.e., Link Intime India Private Limited (in case of shares held in physical form), as may be applicable, before the Cut-off date i.e., 4th August 2022.

Further pursuant to the Finance Act, 2021 section 206AB of the Act w.e.f. 1st July 2021, whereby tax would be required to be deducted at twice the applicable rate in respect of any sum or amount or income paid or payable or credited to a 'specified person'.

Further, the Act defined 'specified person' to mean:

- A person who has not filed return of income for the assessment year relevant to the previous year immediately prior to the previous year in which tax is required to be deducted and the time for filing tax return under section 139(1) of the Act has expired for the said assessment year; and
- Aggregate of tax deducted at source and tax collected at source in his/her case is INR 50,000 or more in the said previous year.

Accordingly, Company will check the compliance of section 206AB on the Income tax portal and will apply higher rate, if any shareholder falls in the category of Specified person.

However, the aforementioned withholding at higher rate shall not apply to a Non-Resident who does not have a Permanent Establishment, fixed base in India. Accordingly, a Non-Resident should submit a No Permanent Establishment declaration. An email communication in the matter has been sent on 14th July 2022 to those Members, whose email IDs are registered with the Depository Participants or with the RTA, as the case may be.

A declaration must be filed with the Company, where the whole or any part of the dividend income is assessable under the provisions of the Act in the hands of a person other than the Member in accordance with Rule 37B(2) of the Income Tax Rules, 1962. The declaration must consist of Name, address, Income Tax PAN of the person to whom credit is to be given and payment or credit in relation to which credit has to be given and reasons for giving credit to such person. In case the Company does not receive such declaration on or before 4th August 2022, the Company reserves the right to reject such declaration.

Application forms for claiming Nil or less rate of TDS by Resident Shareholders [such as Form 15G / Form 15H in case of individuals and self-declaration by entities] and by Non Resident Shareholders [such as Form 10F and self-declaration] can be downloaded from the website of the RTA at <https://www.linkintime.co.in/client-downloads.html>

To enable us to determine applicable rate of TDS / withholding tax, you should upload necessary documents at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or send by email to investors@kirloskar.com before 4th August 2022. No communication on tax determination / deduction shall be considered after 4th August 2022.

Documents furnished by the members shall be subject to review and examination by the Company. The Company reserves the right to reject documents in case of any discrepancy or documents are found to be incomplete.

By the Order of the Board of Directors
For Kirloskar Oil Engines Limited

Place : Pune
Date : 14th July 2022

Sd/-
Smila Raichurkar
Company Secretary and Head Legal

Tel: +91 20 25810341 - Fax: +91 20 25812208, 25810209
E-mail: investors@kirloskar.com - Website: www.kirloskaroilengines.com

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