

Date: 11th August 2023

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 14th 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 6 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

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Voting results	
Record date	04-08-2023
Total number of shareholders on record date	63720
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	11
b) Public	47
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	Add Notes
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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2022 together with the Reports of the Board of Directors and the Auditors				
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		59490705	99.6317	59490705	0	100.0000	0.0000
	Poll	59710598	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	59710598	59490705	99.6317	59490705	0	100.0000	0.0000
Public- Institutions	E-Voting		39812784	81.3275	39812784	0	100.0000	0.0000
	Poll	48953640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	48953640	39812784	81.3275	39812784	0	100.0000	0.0000
Public- Non Institutions	E-Voting		237241	0.6559	236637	604	99.7454	0.2546
	Poll	36173056	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36173056	237241	0.6559	236637	604	99.7454	0.2546
Total		144837294	99540730	68.7259	99540126	604	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Final Dividend of Rs. 2.50/- per equity share (i.e. 125%) and confirmation of Interim Dividend of Rs. 2.50/- per equity share (i.e. 125%) already paid during the year for the Financial Year ended 31 st March 2022				
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		59490705	99.6317	59490705	0	100.0000	0.0000
	Poll	59710598	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	59710598	59490705	99.6317	59490705	0	100.0000	0.0000
Public- Institutions	E-Voting		39967695	81.6440	39967695	0	100.0000	0.0000
	Poll	48953640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	48953640	39967695	81.6440	39967695	0	100.0000	0.0000
Public- Non Institutions	E-Voting		236234	0.6531	235555	679	99.7126	0.2874
	Poll	36173056	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36173056	236234	0.6531	235555	679	99.7126	0.2874
Total		144837294	99694634	68.8322	99693955	679	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Mr. Rahul Kirloskar (DIN 00007319), who retires by rotation				
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	59710598	59490705	99.6317	59490705	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		59710598	59490705	99.6317	59490705	0	100.0000
Public-Insitutions	E-Voting	48953640	39967695	81.6440	39478832	488863	98.7769	1.2231
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		48953640	39967695	81.6440	39478832	488863	98.7769
Public- Non Insitutions	E-Voting	36173056	237234	0.6558	235809	1425	99.3993	0.6007
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		36173056	237234	0.6558	235809	1425	99.3993
Total		144837294	99695634	68.8328	99205346	490288	99.5082	0.4918
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public- Non Insitutions	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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, 2024				
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	59710598	59490705	99.6317	59490705	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		59710598	59490705	99.6317	59490705	0	100.0000
Public- Institutions	E-Voting	48953640	39967695	81.6440	39967695	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		48953640	39967695	81.6440	39967695	0	100.0000
Public- Non Institutions	E-Voting	36173056	237234	0.6558	236161	1073	99.5477	0.4523
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		36173056	237234	0.6558	236161	1073	99.5477
Total		144837294	99695634	68.8328	99694561	1073	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Arvind Goel (DIN U2300813) as an Independent Director or the Company to hold office for a first term of five (5) consecutive years with effect from 19th May 2022				
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		59490705	99.6317	59490705	0	100.0000	0.0000
	Poll	59710598	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	59710598	59490705	99.6317	59490705	0	100.0000	0.0000
Public- Institutions	E-Voting		39967695	81.6440	39967695	0	100.0000	0.0000
	Poll	48953640	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	48953640	39967695	81.6440	39967695	0	100.0000	0.0000
Public- Non Institutions	E-Voting		237234	0.6558	236540	694	99.7075	0.2925
	Poll	36173056	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	36173056	237234	0.6558	236540	694	99.7075	0.2925
Total		144837294	99695634	68.8328	99694940	694	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Object Clause of the Memorandum of Association of the Company				
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	59710598	59490705	99.6317	59482760	7945	99.9866	0.0134
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		59710598	59490705	99.6317	59482760	7945	99.9866
Public-Institutions	E-Voting	48953640	39967695	81.6440	39967695	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		48953640	39967695	81.6440	39967695	0	100.0000
Public- Non Institutions	E-Voting	36173056	215594	0.5960	214100	1494	99.3070	0.6930
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		36173056	215594	0.5960	214100	1494	99.3070
Total		144837294	99673994	68.8179	99664555	9439	99.9905	0.0095
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Scrutinizer's Report

[Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014] & Regulation 44 of SEBI [Listing Obligations & Disclosure Requirements] Regulations 2015, including amendments thereunder

To,

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

Dear Sir,

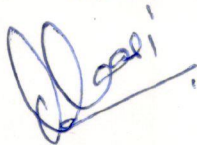
I, Manasi Paradkar, a Company Secretary in Practice, has been appointed by the Board of Directors of Kirloskar Oil Engines Limited, CIN: L29100PN2009PLC133351 ('The Company') as the Scrutinizer for the purpose of scrutinizing the voting process and ascertaining the voting results on the resolutions contained in the Notice of Annual General Meeting through remote e-voting and e-voting at the 14th Annual General Meeting (AGM) of the members of the Company held on Friday, 11th August 2023 at 11:30 a.m.

The scrutiny of voting process along with the ascertaining of voting results is as per the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with the relevant & updated SEBI Circulars and the provisions of Section 108 the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 together with all updated Circulars/notifications 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", if any 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 Notice dated 19th May 2023 setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Members by email.



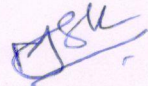
- ii. The remote e-voting period remained open from Tuesday, 08th August 2023, (9.00 A.M.) to Thursday, 10th August 2023 (5.00 P.M.)
- iii. The members of the Company as on the "cut-off" date i.e; Friday, 4th August 2023 were entitled to vote on the resolutions as set out in the AGM Notice.
- iv. The facility for e-voting during the Annual General Meeting was provided to those members who attended the meeting but not voted through the remote e-voting facility.
- v. 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 and who has appended their signatures as witnesses thereto hereunder.
- vi. 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>.
- vii. The E-voting were reconciled with the records maintained by the RTA and thereafter, the consolidated report considering remote e-voting and e-voting during the AGM was prepared. A copy of the same is annexed hereto.
- viii. It is hereby confirmed that, I am maintaining the Registers received from RTA and Electronic voting service provider agency in respect of E-voting. The Electronic data and all other relevant records relating to E-voting are under my self-custody and will be handed over to Chairman/Managing Director/Company Secretary for safe preservation.
- ix. Based on the aforesaid results, we report that all the Ordinary Resolutions as set out in Item Nos. 1 to 4 and Special Resolutions as set out in Item Nos. 5 to 6 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: 11/08/2023
PRN: 1070/2021
UDIN: F005447E000783611



Witness No.1
[Ms. Mugdha Kulkarni]



Witness no. 2
[Ms. Prerana Bhosle]

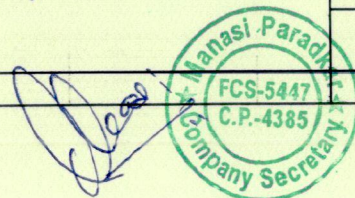
Received on 11th August 2023
For Kirloskar Oil Engines Limited

Gauri Kirloskar
Managing Director
DIN: 03366274

Kirloskar Oil Engines Limited
CIN L29100PN2009PLC133351

ANNEXURE TO SCRUTINIZER'S REPORT FOR 14th ANNUAL GENERAL MEETING DATED 11TH AUGUST 2023

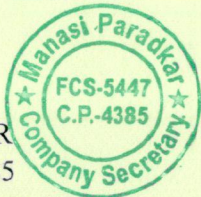
Resolution No.	Resolution Description	Mode of Voting	No. of Members voted	Total Votes	In Favour			Against			Invalid/Abstain	
					No. of members	Votes	% of Total Valid Votes	No. of members	Votes	% of Total Valid Votes	No. of members	Votes
	Ordinary Business											
1	Ordinary Resolution: Adoption of Audited Standalone Financial Statements for the FY ended 31.03.23 together with the Board's Report & the Auditors report thereon and adoption of audited Consolidated Financial Statements of the Company for the FY ended 31.3.23 together with Auditors report thereon.	Remote Evoting	274	9,95,10,375	270	9,95,09,771	99.9689%	4	604	0.0006%	-	-
		Evoting at AGM	5	30,355	5	30,355	0.0305%	-	-	-	-	-
		Total	279	9,95,40,730	275	9,95,40,126	99.9994%	4	604	0.0006%	1	1,54,911
2	Ordinary Resolution: Declaration of final dividend of Rs. 2.50/- per equity share (125%) and confirmation of Interim Dividend of Rs. 2.50/- per equity share (125%) already paid during the year for the Financial Year ended 31st March 2023	Remote Evoting	273	9,95,10,375	268	9,96,63,600	99.9689%	5	679	0.0007%	-	-
		Evoting at AGM	5	30,355	5	30,355	0.0304%	-	-	-	-	-
		Total	278	9,96,94,634	273	9,96,93,955	99.9993%	5	679	0.0007%	2	1,007
3	Ordinary Resolution: Approval to the reappointment of Mr. Rahul Kirloskar, Director (DIN 00007319) who retires by rotation.	Remote Evoting	274	9,96,65,279	256	9,91,74,991	99.4778%	20	4,90,288	0.4918%	-	-
		Evoting at AGM	5	30,355	5	30,355	0.0304%	-	-	-	-	-
		Total	279	9,96,95,634	261	9,92,05,346	99.5082%	20	4,90,288	0.4918%	1	7



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, 2024.	Remote Evoting	274	9,96,65,279	266	9,96,64,206	99.9685%	8	1,073	0.0011%	-	-
		Evoting at AGM	5	30,355	5	30,355	0.0304%	-	-	-	-	-
		Total	279	9,96,95,634	271	9,96,94,561	99.9989%	8	1,073	0.0011%	1	7
5	Special Resolution: Approval to the appointment of Mr. Arvind Goel (DIN 02300813) as an Independent Director of the company to hold the office for the first term of five (5) consecutive years w.e.f 19th May 2023 whose term as an additional Director ends at the ensuing AGM	Remote Evoting	274	9,96,65,279	268	9,96,64,585	99.9689%	6	694	0.0007%	-	-
		Evoting at AGM	5	30,355	5	30,355	0.0304%	-	-	-	-	-
		Total	279	9,96,95,634	273	9,96,94,940	99.9993%	6	694	0.0007%	1	7
6	Special Resolution: Approval to alteration of Object Clause of the Memorandum of Association of the Company.	Remote Evoting	273	9,96,43,639	264	9,96,34,200	99.9600%	9	9,439	0.0095%	1	21,640
		Evoting at AGM	5	30,355	5	30,355	0.0305%	-	-	-	-	-
		Total	278	9,96,73,994	269	9,96,64,555	99.9905%	9	9,439	0.0095%	2	21,647

Note - Total count of number of members voted in resolution no. 3 is 279 as two shareholders representing one folio each, voted in favour & also against for the same resolution. But while counting votes in favour and against for the said resolution, we have to consider & count same shareholder twice. Accordingly total of number of members voted in favour and against taken together came to 281.

MANASI PARADKAR
FCS - 5447 CP - 4385
Practicing Company Secretary
Pune



Date: 11th August, 2023

PR NO. 1070/2023

UDIN: F005447E000783611

Received on 11th August 2023
For Kirloskar Oil Engines Limited

Gauri Kirloskar
Managing Director
DIN: 03366274