



Enriching Lives

KIRLOSKAR OIL ENGINES LIMITED
A Kirloskar Group Company

Date: 28th August 2020

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, this is to inform you that 11th Annual General Meeting (AGM) of the Members of the Company was held on Friday, 28th August 2020 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 8th April 2020; the General Circular No. 17/2020 dated 13th April 2020 and the General Circular No. 20/2020 dated 5th May 2020 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 12th May 2020 and following business items were transacted at the AGM as detailed out in the AGM Notice for Item no. 1 to 11 and Addendum to AGM Notice for Item no. 12:

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 31st March 2020 together with the Reports of the Directors and the Auditors thereon.
2. Ordinary Resolution: Confirmation and consideration of Interim Dividend as final dividend of Rs. 4/- per equity share (i.e 200%) for the financial year 2019–2020.
3. Ordinary Resolution: Re-Appointment of Mr. Rahul C. Kirloskar (DIN 00007319) who retires by rotation.
4. Ordinary Resolution: Re-Appointment of Mr. Nihal G. Kulkarni (DIN 01139147) who retires by rotation.

B. SPECIAL BUSINESSES:

5. Ordinary Resolution: Appointment of Mr. Sanjeev Nimkar (DIN 07869394) who was appointed as an Additional Director & Managing Director of the Company with effect from 29th April 2020 as Director of the Company.



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6. Ordinary Resolution: Appointment of Mr. Sanjeev Nimkar (DIN 07869394) as 'Managing Director' of the Company for a term of 5 (Five) years with effect from 29th April 2020.
7. Ordinary Resolution: Appointment of Mr. Kandathil Mathew Abraham (DIN 05178826) as an Independent Director for a first term of 5 (Five) consecutive years with effect from 10th August 2019.
8. Ordinary Resolution: Appointment of Dr. Shalini Sarin (DIN 06604529) as an Independent Director for a first term of 5 (Five) consecutive years with effect from 25th October 2019.
9. Special Resolution: Approval to continuation of directorship of Mr. M. Lakshminarayan (DIN 00064750) as an Independent Director of the Company who will be attaining the age of 75 years during his present second term of re-appointment.
10. Special Resolution: Re-appointment of Mr. Pradeep R. Rathi (DIN 00018577) as an Independent Director for a second term of 5 (Five) consecutive years with effect from 7th August 2020.
11. Ordinary Resolution: Ratification and confirmation of the remuneration payable to the Cost Auditor.
12. Special Resolution: Alteration to the Main Object Clause of Memorandum of Association (MOA) and the words 'Companies Act, 1956' in the existing MOA to be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

The Company provided the remote e-voting facility to members on resolutions proposed to be considered in the AGM from 25th August 2020 (9:00 am) (IST) to 27th August 2020 (5:00 pm) (IST). Further the facility of e-voting at the time of AGM was also provided.

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 11 of AGM Notice and Item no. 12 of Addendum to AGM Notice, will be submitted separately in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with Scrutinizer's report thereon.

You are requested to take the same on record.

Thanking you.

Yours Faithfully,
For Kirloskar Oil Engines Limited

Smita Raichurkar
Company Secretary