

Date: 25th April 2024

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 Postal Ballot

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, including amendments thereunder, the details of voting results of the Postal Ballot (including voting by electronic means in respect of the Ordinary Resolution for Re-appointment of Mr. Atul Kirloskar as the Chairman and Non-Executive Director of the Company, contained in the Postal Ballot Notice dated 6th March 2024, along with the Scrutinizer's Report on Postal Ballot including voting by electronic means, are enclosed herewith.

Based on aforesaid Scrutinizer's report the aforesaid resolution as per the Postal Ballot Notice was passed with requisite majority.

The voting results along with the scrutinizer's report will also be made available on the Company's website at <https://kirloskaroilengines.com/>.

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

Voting results

| | |
|--|--|
| Record date | 13-03-2024 |
| Total number of shareholders on record date | 79072 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | Not Applicable (Resolution passed through Postal Ballot) |
| b) Public | Not Applicable (Resolution passed through Postal Ballot) |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | Not Applicable (Resolution passed through Postal Ballot) |
| b) Public | Not Applicable (Resolution passed through Postal Ballot) |
| No. of resolution passed in the meeting | 1 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re- appointment of Mr. Atul kirloskar as the Chairman and Non-Executive Director 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 | 59737038 | 59503500 | 99.6091 | 59503500 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 59737038 | 59503500 | 99.6091 | 59503500 | 0 | 100 |
| Public- Institutions | E-Voting | 49942164 | 41704944 | 83.5065 | 21143841 | 20561103 | 50.6986 | 49.3014 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 49942164 | 41704944 | 83.5065 | 21143841 | 20561103 | 50.6986 |
| Public- Non Institutions | E-Voting | 35276604 | 2247172 | 6.3701 | 2238520 | 8652 | 99.615 | 0.385 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 35276604 | 2247172 | 6.3701 | 2238520 | 8652 | 99.615 |
| Total | | 144955806 | 103455616 | 71.3705 | 82885861 | 20569755 | 80.1173 | 19.8827 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



Scrutinizer's Report

[Pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 & Regulation 44 of SEBI [Listing Obligations & Disclosure Requirements] Regulations 2015

To,

The Managing Director,
Kirloskar Oil Engines Limited
Laxmanrao Kirloskar Road,
Khadki, Pune - 411003

Dear Madam,

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 through Electronic means in respect of the resolution as mentioned in the Annexure to this report as circulated by Postal Ballot Notice dated 6th March 2024 sent by e-mail to the members holding shares as on cut-off date i.e. 13th March 2024 and ascertaining the voting result on the resolution contained in the Postal Ballot Notice.

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, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules 2014 together with all updated Circulars 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 resolution 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 6th March 2024 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, 26th March 2024, at 9.00 am (IST) to Wednesday, 24th April 2024, at 5.00 pm (IST)
- iii. The members of the Company as on the “cut-off” date i.e; Wednesday, 13th March 2024 were entitled to vote on the resolution as set out in the Postal Ballot Notice.
- iv. Remote e-voting was unblocked after completion of voting process i.e on Wednesday, 24th April 2024, in the presence of 2 witnesses, who are not in the employment of the Company and who has appended their signatures as witnesses thereto hereunder.
- v. The details containing *inter alia*, list of equity shareholders, who voted “for”, “against” on the resolution put to vote, were generated from the e-voting website of NSDL.

The E-voting were reconciled with the records maintained by the Registrar and Share Transfer Agent (‘RTA’) viz. Link Intime India Private Limited and thereafter, the report considering e-voting during the period was prepared. A copy of the same is annexed hereto. I hereby confirm 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 Managing Director /Company Secretary for safe preservation.

- vi. Based on the aforesaid result we report that the Ordinary Resolution set out in the Postal Ballot Notice has been passed with requisite majority.

Thanking You

Yours Faithfully,

For Manasi Paradkar & Associates

MANASI
SHRIDHAR
PARADKAR

Digitally signed by
MANASI SHRIDHAR
PARADKAR
Date: 2024.04.25
15:56:28 +05'30'

Manasi Paradkar
Practicing Company Secretary
[FCS- 5447, CP –4385]

Place: Pune
Date: 25/04/2024
PRN:- 1070/2021
UDIN: F005447F000226778



Witness No.1

[Ms. Mugdha Kulkarni]



Witness no. 2

[Ms. Prerana Bhosle]

Received on 25th April 2024
For Kirloskar Oil Engines Limited
Gauri Atul
Kirloskar

Digitally signed by Gauri Atul
Kirloskar
Date: 2024.04.25 17:06:54 +05'30'

Gauri Kirloskar
Managing Director
DIN: 03366274

Kirloskar Oil Engines Limited
CIN L29100PN2009PLC133351

ANNEXURE TO SCRUTINIZER'S REPORT FOR THE POSTAL BALLOT CONDUCTED BETWEEN THE PERIOD 26.03.2024 TO 24.04.2024

| Resolution No. | Resolution Description | Mode of Voting | No. of Members voted | Total Votes | In Favour | | | Against | | | Invalid/Abstain | |
|----------------|---|----------------|----------------------|-------------|----------------|------------|------------------------|----------------|----------|------------------------|-----------------|-------|
| | | | | | No. of members | Votes | % to Total Valid Votes | No. of members | Votes | % of Total Valid Votes | No. of members | Votes |
| | Special Business | | | | | | | | | | | |
| 1 | Ordinary Resolution: Re-appointment of Mr. Atul kirloskar as the Chairman and Non-Executive Director of the Company w.e.f. 1st April, 2024 for a term of 2 years on the terms & conditions as mentioned in the resolution . | E voting | 489 | 103,455,616 | 388 | 82,885,861 | 80.1173% | 104 | 20569755 | 19.8826% | 1 | 7168 |

NOTE-1. Total count of members voted is 489, as three shareholder representing three folios voted in favour and also against for the same resolution, though the total count of number of members voted in favour and against is 492 [489+3].
2. One shareholder representing 198044 shares have voted for only 190876 shares . Accordingly he remains abstain For 7168 shares. So he is included in total members voted as well as in no. of members abstain.

MANASI SHRIDHAR PARADKAR
Digitally signed by
MANASI SHRIDHAR
PARADKAR
Date: 2024.04.25
15:25:01 +05'30'

MANASI PARADKAR
FCS-5447 CP-4385
Practicing Company Secretary
Pune
Date:- 25/04/2024
PRN:1070/2021
UDIN: F005447F000226778

Received on 25th April 2024
For Kirloskar Oil Engines Limited
Gauri Atul Kirloskar
Digitally signed by
Gauri Atul Kirloskar
Date: 2024.04.25
17:07:33 +05'30'

Gauri Kirloskar
Managing Director
DIN: 03366274