

Date: 8th August 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: Proceedings of the Annual General Meeting

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, this is to inform you that 15th Annual General Meeting (AGM) of the Members of the Company was held on Thursday, 8th August 2024 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, the General Circular No. 20/2020 dated 5th May 2020, the General Circular No. 02/2021 dated 13th January 2021, the General Circular No. 21/2021 dated 14th December, 2021, the General Circular No. 2/2022 dated 5th May 2022, the General Circular No. 10/2022 dated 28th December 2022 and the General Circular No. 09/2023 dated 25th September 2023, 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, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/ 62 dated 13th May 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5th January 2023, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 and following business items were transacted at the AGM as detailed out in the AGM Notice for Item no. 1 to 6:

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 2024 together with the Reports of the Directors and the Auditors thereon.

2. Ordinary Resolution: Declaration of Final Dividend of Rs. 3.50/- per equity share (i.e. 175%) 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 31st March 2024.
3. Ordinary Resolution: Re-Appointment of Mr. Mahesh Chhabria (DIN 00166049), who retires by rotation.

B. SPECIAL BUSINESSES:

4. Ordinary Resolution: Ratification and confirmation of the remuneration payable to the Cost Auditor.
5. Special Resolution: Re-appointment of Mr. Kandathil Mathew Abraham (DIN 05178826) as an Independent Director of the Company to hold the office for a second term of 5 (Five) consecutive years with effect from 10th August 2024, whose period of office is liable to expire on 9th August 2024.
6. Special Resolution: Re-appointment of Dr. Shalini Sarin (DIN 06604529) as an Independent Director of the Company to hold the office for a second term of 5 (Five) consecutive years with effect from 25th October 2024, whose period of office is liable to expire on 24th October 2024.

The Company provided the remote e-voting facility to members on resolutions proposed to be considered in the AGM from 5th August 2024 (9:00 am) (IST) to 7th August 2024 (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 6 of AGM Notice, will be submitted separately in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, 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 and Head Legal