

Date: 9<sup>th</sup> 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: Voting Result and Scrutinizer's Report for the 15<sup>th</sup> 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.
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	01-08-2024
Total number of shareholders on record date	120323
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	11
b) Public	40
<b>No. of resolution passed in the meeting</b>	<b>6</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

[Prev](#)

[Home](#) [Validate](#)

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 31st March 2024 together with the Reports of the Directors and the Auditors thereon.				
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		59543145	99.6720	59543145	0	100.0000	0.0000
	Poll	59739108	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	59739108	59543145	99.6720	59543145	0	100.0000	0.0000
Public- Institutions	E-Voting		42594436	82.6688	42594436	0	100.0000	0.0000
	Poll	51524169	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	51524169	42594436	82.6688	42594436	0	100.0000	0.0000
Public- Non Institutions	E-Voting		176562	0.5221	175704	858	99.5141	0.4859
	Poll	33818906	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	33818906	176562	0.5221	175704	858	99.5141	0.4859
<b>Total</b>		145082183	102314143	70.5215	102313285	858	99.9992	0.0008
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

[Home](#)[Validate](#)

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. 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.				
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	59739108	59543145	99.6720	59543145	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		59739108	59543145	99.6720	59543145	0	100.0000
Public- Institutions	E-Voting	51524169	42720996	82.9145	42720996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		51524169	42720996	82.9145	42720996	0	100.0000
Public- Non Institutions	E-Voting	33818906	176562	0.5221	175699	863	99.5112	0.4888
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		33818906	176562	0.5221	175699	863	99.5112
<b>Total</b>		145082183	102440703	70.6087	102439840	863	99.9992	0.0008
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* 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. Mahesh Chhabria (DIN 00166049) 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	59739108	59543145	99.6720	59543145	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		59739108	59543145	99.6720	59543145	0	100.0000
Public-Institutions	E-Voting	51524169	42720996	82.9145	40598302	2122694	95.0313	4.9687
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		51524169	42720996	82.9145	40598302	2122694	95.0313
Public- Non Institutions	E-Voting	33818906	176522	0.5220	175622	900	99.4901	0.5099
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		33818906	176522	0.5220	175622	900	99.4901
<b>Total</b>		145082183	102440663	70.6087	100317069	2123594	97.9270	2.0730
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

\* this fields are optional

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

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 the remuneration payable to the Cost Auditor.				
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	59739108	59543145	99.6720	59543145	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>59739108</b>	<b>59543145</b>	<b>99.6720</b>	<b>59543145</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	51524169	42720996	82.9145	42720996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>51524169</b>	<b>42720996</b>	<b>82.9145</b>	<b>42720996</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	33818906	176562	0.5221	175699	863	99.5112	0.4888
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>33818906</b>	<b>176562</b>	<b>0.5221</b>	<b>175699</b>	<b>863</b>	<b>99.5112</b>
<b>Total</b>		<b>145082183</b>	<b>102440703</b>	<b>70.6087</b>	<b>102439840</b>	<b>863</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Whether resolution is Pass or Not.</b>							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 (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Kandathil Matheew Abranam (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				
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	59739108	59543145	99.6720	59543145	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		59739108	59543145	99.6720	59543145	0	100.0000
Public-Institutions	E-Voting	51524169	42720996	82.9145	42419749	301247	99.2949	0.7051
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		51524169	42720996	82.9145	42419749	301247	99.2949
Public- Non Institutions	E-Voting	33818906	176412	0.5216	175489	923	99.4768	0.5232
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		33818906	176412	0.5216	175489	923	99.4768
<b>Total</b>		145082183	102440553	70.6086	102138383	302170	99.7050	0.2950
<b>Whether resolution is Pass or Not.</b>							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	

[Home](#)[Validate](#)

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				re-appointment of Dr. Shailini Sarin (DIN 0004529) 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				
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	59739108	59543145	99.6720	59543145	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		59739108	59543145	99.6720	59543145	0	100.0000
Public- Institutions	E-Voting	51524169	42720996	82.9145	42330991	390005	99.0871	0.9129
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		51524169	42720996	82.9145	42330991	390005	99.0871
Public- Non Institutions	E-Voting	33818906	176562	0.5221	175689	873	99.5056	0.4944
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		33818906	176562	0.5221	175689	873	99.5056
<b>Total</b>		145082183	102440703	70.6087	102049825	390878	99.6184	0.3816
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* 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 15<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Thursday, 8<sup>th</sup> August 2024 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 of 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 8<sup>th</sup> May 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 Monday, 05<sup>th</sup> August 2024, (9.00 A.M.) (IST) to Wednesday, 7<sup>th</sup> August 2024 (5.00 P.M.) (IST)
- iii. The members of the Company as on the "cut-off" date i.e; Thursday, 1<sup>st</sup> August 2024 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  
SHRIDHAR  
PARADKAR

Digitally signed by  
MANASI SHRIDHAR  
PARADKAR  
Date: 2024.08.09  
11:22:39 +05'30'

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

Place: Pune  
Date: 09/08/2024  
PRN: 1070/2021  
UDIN:F005447F000906512

  
Witness No.1  
[Ms.Aastha Pande]

  
Witness no. 2  
[Ms. Prerana Bhosle]

Received on 9th August 2024  
For Kirloskar Oil Engines Limited

Gauri Atul  
Kirloskar

Digitally signed by  
Gauri Atul Kirloskar  
Date: 2024.08.09  
12:15:10 +05'30'

Gauri Kirloskar  
Managing Director  
DIN: 03366274

**Kirloskar Oil Engines Limited**  
**CIN L29100PN2009PLC133351**

*ANNEXURE TO SCRUTINIZER'S REPORT FOR 15th ANNUAL GENERAL MEETING DATED 8TH AUGUST 2024*

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
<b>Ordinary Business</b>												
1	<b>Ordinary Resolution:</b> Adoption of Audited Standalone Financial Statements for the FY ended 31.03.24 together with the Board's Report & the Auditors report thereon and adoption of audited Consolidated Financial Statements of the Company for the FY ended 31.3.24 together with Auditors report thereon.	Remote Evoting	372	10,22,52,749	366	10,22,51,891	99.9392%	6	858	0.0008%	-	-
		Evoting at AGM	7	61,394	7	61,394	0.0600%	-	-	-	-	-
		<b>Total</b>	379	10,23,14,143	373	10,23,13,285	99.9992%	6	858	0.0008%	1	1,26,560
2	<b>Ordinary Resolution:</b> Declaration of final dividend of Rs. 3.50/- per equity share (175%) 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 2024	Remote Evoting	373	10,23,79,309	367	10,23,78,446	99.9393%	6	863	0.0008%	-	-
		Evoting at AGM	7	61,394	7	61,394	0.0599%	-	-	-	-	-
		<b>Total</b>	380	10,24,40,703	374	10,24,39,840	99.9992%	6	863	0.0008%	-	-
3	<b>Ordinary Resolution:</b> Approval to the reappointment of Mr. Mahesh Chhabria, Director (DIN 00166049) who retires by rotation.	Remote Evoting	372	10,23,79,269	329	10,02,55,675	97.8670%	49	21,23,594	2.0730%	-	-
		Evoting at AGM	7	61,394	7	61,394	0.0599%	-	-	-	-	-
		<b>Total</b>	379	10,24,40,663	336	10,03,17,069	97.9278%	49	21,23,594	2.0730%	1	40

Special Business												
4	<b>Ordinary Resolution:</b> Ratification and confirmation of remuneration payable to Cost Auditors, M/s Parkhi Limaye & Co., Cost Accountants, Pune for the financial year ending 31st March, 2025.	Remote Evoting	373	10,23,79,309	366	10,23,78,446	99.9393%	7	863	0.0008%	-	-
		Evoting at AGM	7	61,394	7	61,394	0.0599%	-	-	-	-	-
		<b>Total</b>	380	10,24,40,703	373	10,24,39,840	99.9992%	7	863	0.0008%	-	-
5	<b>Special Resolution:</b> Approval for the 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 five (5) consecutive years w.e.f 10th August 2024.	Remote Evoting	372	10,23,79,159	359	10,20,76,989	99.6460%	13	3,02,170	0.2950%	-	-
		Evoting at AGM	7	61,394	7	61,394	0.0599%	-	-	-	-	-
		<b>Total</b>	379	10,24,40,553	366	10,21,38,383	99.7058%	13	3,02,170	0.2950%	1	150
6	<b>Special Resolution:</b> Approval for the Re-appointment of Dr. Shalini Sarin (DIN 06604529) as an Independent Director of the company to hold the office for the second term of five (5) consecutive years w.e.f 25th October 2024.	Remote Evoting	373	10,23,79,309	358	10,19,88,431	99.5595%	20	3,90,878	0.3815%	-	-
		Evoting at AGM	7	61,394	7	61,394	0.0599%	-	-	-	-	-
		<b>Total</b>	380	10,24,40,703	365	10,20,49,825	99.6184%	20	3,90,878	0.3816%	-	-

Note:- A] Resolution no. 3- Total count of members voted is 379 as six shareholders representing one folio each have divided their total shareholding and voted in favour and also against 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 [ 336+49= 385]. B] Resolution no. 6- Total count of members voted is 380 as five shareholders representing one folio each have divided their total shareholding and voted in favour and also against 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 [ 365+20= 385].

MANASI SHRIDHAR PARADKAR  
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Date: 2024.08.09 11:28:16 +05'30'

MANASI PARADKAR  
FCS – 5447 CP – 4385  
Practicing Company Secretary Pune  
Date: 9th August, 2024  
PR NO. 1070/2023  
UDIN:F005447F000906512

Received on 9th August 2024  
For Kirloskar Oil Engines Limited  
Gauri Atul Kirloskar  
Digitally signed by Gauri Atul Kirloskar  
Date: 2024.08.09 12:15:39 +05'30'  
Gauri Kirloskar  
Managing Director  
DIN: 03366274