



**KIRLOSKAR OIL ENGINES LIMITED**  
A Kirloskar Group Company

Enriching Lives

12 August 2018

NSE Scrip Code: **KIRLOSENG**

BSE Scrip Code: **533293**

To  
The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G, Bandra-Kurla  
Complex, Bandra (E), Mumbai – 400 051

To  
Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> Floor, Rotunda Building,  
Dalal Street, Fort,  
Mumbai – 400 001

Dear Sir/Madam,

**Subject: Voting Result and Scrutinizer's Report for the 9<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, read with SEBI Circular no. CIR/CFD/CMD/8/2015 dated 4 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 voting by Ballot papers at AGM.

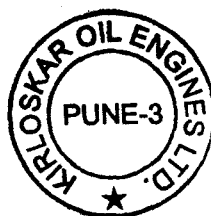
Based on aforesaid Scrutinizer's report the resolutions for Item no. 1 to 6 of AGM Notice were passed with requisite majority.

You are kindly requested to take the same on your records.

Thanking you.

Yours Faithfully,  
For Kirloskar Oil Engines Limited

Smita Raichurkar  
Company Secretary



Encl.: As above.

**Details as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Date of Annual General Meeting	10-Aug-18
Total Number of Shareholders on Record Date i.e. 3 August 2018	32,785
Number of Shareholders present in the Meeting either in person or through Proxy:-	
- Promoters and Promoter Group	10
- Public	193
Number of Shareholders attended the Meeting through Video Conferencing:-	-
- Promoters and Promoter Group	
- Public	

**Agenda-Wise Disclosure**

The Mode of voting for all resolutions was Remote E-Voting conducted between 7 August 2018 (from 9.00 am) to 9 August 2018 (upto 5.00 pm) (both days inclusive) and ballot papers provided at the time of meeting.

Resolution No. 1: Adoption of Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2018 together with the Reports of the Directors and the Auditors thereon.

Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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		8,52,47,392	99.35	8,52,47,392	0	100.00	0.00
	Poll	8,58,02,905	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,52,47,392</b>	<b>99.35</b>	<b>8,52,47,392</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – institutions	E-Voting		2,40,90,134	69.52	2,40,90,134	0	100.00	0.00
	Poll	3,46,50,294	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3,46,50,294</b>	<b>2,40,90,134</b>	<b>69.52</b>	<b>2,40,90,134</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting		51,852	0.21	51,852	0	100.00	0.00
	Poll	2,41,60,662	7,763	0.03	7,763	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,41,60,662</b>	<b>59,615</b>	<b>0.25</b>	<b>59,615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,93,97,141</b>	<b>75.65</b>	<b>10,93,97,141</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>



Resolution No. 2: Confirmation of the Interim Dividend for FY 2017-18 and declaration of dividend on equity shares for the Financial Year ended 31 March 2018.

Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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		8,52,47,392	99.35	8,52,47,392	0	100.00	0.00
	Poll	8,58,02,905	-	0.00	-	0	-	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,52,47,392</b>	<b>99.35</b>	<b>8,52,47,392</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting		2,40,90,134	69.52	2,40,90,134	0	100.00	0.00
	Poll	3,46,50,294	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3,46,50,294</b>	<b>2,40,90,134</b>	<b>69.52</b>	<b>2,40,90,134</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting		51,852	0.21	51,852	0	100.00	0.00
	Poll	2,41,60,662	7,763	0.03	7,763	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,41,60,662</b>	<b>59,615</b>	<b>0.25</b>	<b>59,615</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,93,97,141</b>	<b>75.65</b>	<b>10,93,97,141</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 3: Re-Appointment of Mr. Mahesh R. Chhabria who retires by rotation.

Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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		8,52,47,392	99.35	8,52,47,392	0	100.00	0.00
	Poll	8,58,02,905	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,52,47,392</b>	<b>99.35</b>	<b>8,52,47,392</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting		2,40,90,134	69.52	2,11,29,543	495210	87.71	2.06
	Poll	3,46,50,294	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3,46,50,294</b>	<b>2,40,90,134</b>	<b>69.52</b>	<b>2,11,29,543</b>	<b>4,95,210</b>	<b>87.71</b>	<b>2.06</b>
Public - Non Institutions	E-Voting		51,852	0.21	51,385	467	99.10	0.90
	Poll	2,41,60,662	7,763	0.03	7,763	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,41,60,662</b>	<b>59,615</b>	<b>0.25</b>	<b>59,148</b>	<b>467.00</b>	<b>99.22</b>	<b>0.78</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,93,97,141</b>	<b>75.65</b>	<b>10,64,36,083</b>	<b>4,95,677</b>	<b>97.29</b>	<b>0.45</b>

\* Includes 2465381 Invalid/ Abstain votes

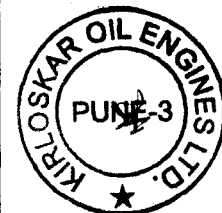


Resolution No. 4: Re-appointment of Mr. Rajendra R. Deshpande as an Whole Time Director with designation as the Joint Managing Director								
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of 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		8,52,47,392	99.35	8,52,47,392	0	100.00	0.00
	Poll	8,58,02,905	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,52,47,392</b>	<b>99.35</b>	<b>8,52,47,392</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting		2,40,90,134	69.52	2,36,00,362	489772	97.97	2.03
	Poll	3,46,50,294	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3,46,50,294</b>	<b>2,40,90,134</b>	<b>69.52</b>	<b>2,36,00,362</b>	<b>489772</b>	<b>97.97</b>	<b>2.03</b>
Public - Non Institutions	E-Voting		51,852	0.21	40,098	504	77.33	0.97
	Poll	2,41,60,662	7,763	0.03	7,763	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,41,60,662</b>	<b>59,615</b>	<b>0.25</b>	<b>47,861</b>	<b>504.00</b>	<b>80.28</b>	<b>0.85</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,93,97,141</b>	<b>75.65</b>	<b>10,88,95,615</b>	<b>4,90,276</b>	<b>99.54</b>	<b>0.45</b>

\* Includes 11,250 Invalid/ Abstain votes

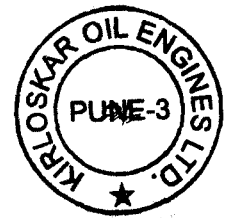
Resolution No. 5: Approval of remuneration of the Cost Auditors.

Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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		8,52,47,392	99.35	8,52,47,392	0	100.00	0.00
	Poll	8,58,02,905	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,52,47,392</b>	<b>99.35</b>	<b>8,52,47,392</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting		2,40,90,134	69.52	2,40,90,134	0	100.00	0.00
	Poll	3,46,50,294	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3,46,50,294</b>	<b>2,40,90,134</b>	<b>69.52</b>	<b>2,40,90,134</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting		51,852	0.21	51,810	42	99.92	0.08
	Poll	2,41,60,662	7,763	0.03	7,763	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,41,60,662</b>	<b>59,615</b>	<b>0.25</b>	<b>59,573</b>	<b>42.00</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,93,97,141</b>	<b>75.65</b>	<b>10,93,97,099</b>	<b>42</b>	<b>100.00</b>	<b>0.00</b>



Resolution No. 6: Continuation of present second term of appointment of Mr. R. Srinivasan as an Independent Director of the Company								
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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		8,52,47,392	99.35	8,52,47,392	0	100.00	0.00
	Poll	8,58,02,905	-	0.00	-	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,52,47,392</b>	<b>99.35</b>	<b>8,52,47,392</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting		2,40,90,134	69.52	2,16,24,753	0	89.77	0.00
	Poll	3,46,50,294	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3,46,50,294</b>	<b>2,40,90,134</b>	<b>69.52</b>	<b>2,16,24,753</b>	<b>0</b>	<b>89.77</b>	<b>0.00</b>
Public - Non Institutions	E-Voting		51,852	0.21	51,770	82	99.84	0.16
	Poll	2,41,60,662	7,763	0.03	7,763	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,41,60,662</b>	<b>59,615</b>	<b>0.25</b>	<b>59,533</b>	<b>82</b>	<b>99.86</b>	<b>0.16</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,93,97,141</b>	<b>75.65</b>	<b>10,69,31,678</b>	<b>82</b>	<b>97.75</b>	<b>0.00</b>

\* Includes 2465381 Invalid/ Abstain votes



**MANASI PARADKAR & ASSOCIATES**  
**COMPANY SECRETARIES**

Off. : 9 B, 'Anant Prasad', Anantkrupa Society,  
S. No. 119/1, Paud Road, Kothrud,  
Pune 411 038

Tel. : 020 – 65204167, Cell No. : 94235 31223  
Mail : manasisparadkar@gmail.com

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**Scrutinizer's Report**

[Pursuant to section 108 of the Companies Act, 2013 and

[Rule 20 of the Companies, (Management and Administration) Rules, 2014, as amended]

To,

The Chairman,  
**Kirloskar Oil Engines Limited,**  
Khadki, Pune.

Dear Sir,

I, **Manasi Paradkar, a Company Secretary in Practice**, have been appointed by the Board of Directors of **Kirloskar Oil Engines Limited**, [CIN: L29120PN2009PLC133351], (The Company) as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and ballot papers deposited in ballot box at the 9<sup>th</sup> Annual General Meeting (AGM), and ascertaining the voting result as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice of the 9<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Friday 10<sup>th</sup> August, 2018 at Hotel Sheraton Grand, Pune (Erstwhile Le Meridien), Raja Bahadur Mill Road, Pune- 411 001.

The Notice dated 18<sup>th</sup> May, 2018, setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members by email / courier / registered post / airmail, as the case may be.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through different modes on the resolutions contained in the Notice of the AGM sent to the members of the Company. 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", 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 and ballot papers deposited into the ballot box at the AGM.

Further to the above, I submit my report as under:-

- i. The remote e-voting period remained open from Tuesday, 7<sup>th</sup> August, 2018 (9.00 A.M.) to Thursday, 9<sup>th</sup> August, 2018, (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e., 3<sup>rd</sup> August, 2018 were entitled to vote on the resolutions as set out in the Notice of the AGM of the Company.
- iii. After the conclusion of voting by ballot papers at the AGM, the votes cast on the resolutions by ballot papers were counted.
- iv. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Friday, 10<sup>th</sup> August, 2018 in the presence of 2 witnesses, Mr. M.J. Risbud, PCS and Mr. S.S. Ingale, PCS who are not in the employment of the Company.
- v. 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>.
- vi. Thereafter, the consolidated report of the total votes cast in favour or against was prepared. A copy of the same is annexed hereto.

Thanking You

Yours Faithfully,



Manasi Paradkar  
Company Secretary  
Membership No. FCS- 5447, CP - 4385

Place: Pune  
Date: 12/08/2018

Received on 12 Aug 2018

**FOR KIRLOSKAR OIL ENGINES LIMITED**

KIRLOSKAR  
ATUL  
CHANDRAKANT

Digitally signed by  
KIRLOSKAR ATUL  
CHANDRAKANT  
Date: 2018.08.12  
12:12:26 +05'30'

**(ATUL C. KIRLOSKAR)  
EXECUTIVE CHAIRMAN**

**Kirloskar Oil Engines Limited**  
**CIN L29120PN2009PLC133351**


**ANNEXURE TO SCRUTINIZER'S REPORT FOR 9<sup>TH</sup> AGM DATED 10 AUGUST 2018**

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
	<b>Ordinary Business</b>											
1	Adoption of the standalone & consolidated financial statements for the year ended 31st March 2018 together with the reports of Auditors & Directors thereon.	E- voting	97	10,93,89,378	97	10,93,89,378	100%	-	-	0%	-	-
		Ballot	22	7,763	22	7,763	100%	0	-	0%	-	-
		<b>Total</b>	<b>119</b>	<b>10,93,97,141</b>	<b>119</b>	<b>10,93,97,141</b>	<b>100%</b>	-	-	<b>0%</b>	-	-
2	Declaration of final dividend & confirmation of Interim dividend of Rs. 2.5 per equity share (125 %) for the financial year ended 31st March 2018	E- voting	97	10,93,89,378	97	10,93,89,378	100%	-	-	0%	-	-
		Ballot	22	7,763	22	7,763	100%	0	-	0%	-	-
		<b>Total</b>	<b>119</b>	<b>10,93,97,141</b>	<b>119</b>	<b>10,93,97,141</b>	<b>100%</b>	-	-	<b>0%</b>	-	-
3	Approval to the re-appointment of Mr. Mahesh R Chhabria (DIN 00166049), who retires by rotation and being eligible, offers himself for re-appointment	E- voting	97	10,93,89,378	81	106428320	100%	12	495677	0%	4	24,65,381
		Ballot	22	7,763	22	7,763	100%	0	-	0%	-	-
		<b>Total</b>	<b>119</b>	<b>10,93,97,141</b>	<b>103</b>	<b>10,64,36,083</b>	<b>100%</b>	<b>12</b>	<b>4,95,677</b>	<b>0%</b>	<b>4</b>	<b>24,65,381</b>

*(Signature)*



Special Business												
4	Ordinary Resolution-Approval to the re-appointment of Mr. Rajendra R. Deshpande (DIN 00007439) as a Whole time Director with designation as Joint Managing Director for a term of 2 years with effect from 29 April 2018 , upon terms and conditons as set out in the Agreement	E- voting	97	10,93,89,378	85	10,88,87,852	100%	11	4,90,276	0%	1	11,250
		Ballot	22	7,763	22	7,763	100%	0	-	0%	-	-
		<b>Total</b>	<b>119</b>	<b>10,93,97,141</b>	<b>107</b>	<b>10,88,95,615</b>	<b>100%</b>	<b>11</b>	<b>4,90,276</b>	<b>0%</b>	<b>1</b>	<b>11,250</b>
5	Ordinary Resolution-Ratification and confirmation of the remuneration of Cost Auditors M/s Parkhi Limaye and Co., Cost Accountants for the financial year ended 31 March 2019	E- voting	97	10,93,89,378	95	10,93,89,336	100%	2	42	0%	-	-
		Ballot	22	7,763	22	7,763	100%	0	-	0%	-	-
		<b>Total</b>	<b>119</b>	<b>10,93,97,141</b>	<b>117</b>	<b>10,93,97,099</b>	<b>100%</b>	<b>2</b>	<b>42</b>	<b>0%</b>	<b>-</b>	<b>-</b>
6	Special Resolution-Approval for the continuation of present second term of Mr. R. Srinivasan (age-76 years) as an Independent Director of the Company after 1 April 2019 till 11 August 2022	E- voting	97	10,93,89,378	89	10,69,23,915	100%	4	82	0%	4	24,65,381
		Ballot	22	7,763	22	7,763	100%	0	-	0%	-	-
		<b>Total</b>	<b>119</b>	<b>10,93,97,141</b>	<b>111</b>	<b>10,69,31,678</b>	<b>100%</b>	<b>4</b>	<b>82</b>	<b>0%</b>	<b>4</b>	<b>24,65,381</b>

  
 MANASI PARADKAR  
 FCS-5447 CP-4385  
 Practicing Company Secretary  
 Pune 12-08-2018