



Enriching Lives

KIRLOSKAR OIL ENGINES LIMITED  
A Kirloskar Group Company

Date: 28<sup>th</sup> 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: Voting Result and Scrutinizer's Report for the 11<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<sup>th</sup> 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 e-voting at the time of AGM.

Based on aforesaid Scrutinizer's report the resolutions for Item no. 1 to 11 of AGM Notice and Item No. 12 of Addendum to 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	28-Aug-20
Total Number of Shareholders on Record Date i.e. 21 August 2020	37,477
Number of Shareholders present in the Meeting either in person or through Proxy:- - Promoters and Promoter Group - Public	Not Applicable
Number of Shareholders attended the Meeting through Video Conferencing:- - Promoters and Promoter Group - Public	15 45

**Agenda-Wise Disclosure**

Resolution No. 1: Adoption of Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2020 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		8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll	8,59,62,905	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting		2,13,78,966	65.75	2,13,40,228	0	99.82	0.00
	Poll	3,25,17,884	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,40,228</b>	<b>0</b>	<b>99.82</b>	<b>0.00</b>
Public - Non Institutions	E-Voting		8,41,649	3.22	8,41,648	1	100.00	0.00
	Poll	2,61,33,072	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,41,648</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,78,90,222</b>	<b>1</b>	<b>99.96</b>	<b>0.00</b>

\* Includes 38738 Invalid/ Abstain votes

Resolution No. 2: Confirmation and consideration of Interim Dividend as final dividend of Rs. 4/- per equity share ( i.e 200%) for the financial year 2019–2020.								
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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,78,966	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,78,966</b>	<b>0</b>	<b>100.00</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,40,176	1473	99.82	0.18
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,40,176</b>	<b>1473</b>	<b>99.82</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,79,27,488</b>	<b>1,473</b>	<b>100.00</b>	<b>0.00</b>
Resolution No. 3: Re-Appointment of Mr. Rahul C. Kirloskar (DIN 00007319) 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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,71,077	7,889	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,71,077</b>	<b>7,889</b>	<b>99.96</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,41,618	31	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,41,618</b>	<b>31.00</b>	<b>100.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,79,21,041</b>	<b>7,920</b>	<b>99.99</b>	<b>0.01</b>

Resolution No. 4: Re-Appointment of Mr. Nihal G. Kulkarni (DIN 01139147) 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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,78,966	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,78,966</b>	<b>0</b>	<b>100.00</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,38,131	3518	99.58	0.42
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,38,131</b>	<b>3518.00</b>	<b>99.58</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,79,25,443</b>	<b>3,518</b>	<b>100.00</b>	<b>0.00</b>
Resolution No. 5: Appointment of Mr. Sanjeev Nimkar (DIN 07869394) who was appointed as an Additional Director & Managing Director of the Company with effect from 29 April 2020 as Director of the Company.								
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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,78,966	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,78,966</b>	<b>0</b>	<b>100.00</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,41,293	356	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,41,293</b>	<b>356.00</b>	<b>99.96</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,79,28,605</b>	<b>356</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 6: Appointment of Mr. Sanjeev Nimkar (DIN 07869394) as 'Managing Director' of the Company for a term of 5 (Five) years with effect from 29 April 2020.								
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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,78,966	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,78,966</b>	<b>0</b>	<b>100.00</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,40,938	711	99.92	0.08
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,40,938</b>	<b>711</b>	<b>99.92</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,79,28,250</b>	<b>711</b>	<b>100.00</b>	<b>0.00</b>
Resolution No. 7: Appointment of Mr. Kandathil Mathew Abraham (DIN 05178826) as an Independent Director for a first term of 5 (Five) consecutive years with effect from 10 August 2019.								
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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,78,966	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,78,966</b>	<b>0</b>	<b>100.00</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,41,097	552	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,41,097</b>	<b>552</b>	<b>99.93</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,79,28,409</b>	<b>552</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 8: Appointment of Dr. Shalini Sarin (DIN 06604529) as an Independent Director for a first term of 5 (Five) consecutive years with effect from 25 October 2019.								
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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,78,966	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,78,966</b>	<b>0</b>	<b>100.00</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,41,356	178	99.97	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,41,356</b>	<b>178</b>	<b>99.97</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,79,28,668</b>	<b>178</b>	<b>100.00</b>	<b>0.00</b>
* Includes 115 Invalid/ Abstain votes								
Resolution No. 9: 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.								
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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	1,44,32,814	6946152	67.51	32.49
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>1,44,32,814</b>	<b>6946152</b>	<b>67.51</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,41,163	486	99.94	0.06
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,41,163</b>	<b>486</b>	<b>99.94</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,09,82,323</b>	<b>69,46,638</b>	<b>93.56</b>	<b>6.44</b>

Resolution No. 10: 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 7 August 2020.								
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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,78,966	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,78,966</b>	<b>0</b>	<b>100.00</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,41,098	436	99.93	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,41,098</b>	<b>436</b>	<b>99.93</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,79,28,410</b>	<b>436</b>	<b>100.00</b>	<b>0.00</b>
* Includes 115 Invalid/ Abstain votes								
Resolution No. 11: Ratification and confirmation of the remuneration payable to the Cost Auditor								
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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,78,966	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,78,966</b>	<b>0</b>	<b>100.00</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,41,618	31	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,41,618</b>	<b>31</b>	<b>100.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,79,28,930</b>	<b>31</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 12: 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.

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	8,59,62,905	8,57,08,346	99.70	8,57,08,346	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>8,59,62,905</b>	<b>8,57,08,346</b>	<b>99.70</b>	<b>8,57,08,346</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	3,25,17,884	2,13,78,966	65.75	2,13,35,511	0	99.80	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>3,25,17,884</b>	<b>2,13,78,966</b>	<b>65.75</b>	<b>2,13,35,511</b>	<b>0</b>	<b>99.80</b>
Public - Non Institutions	E-Voting	2,61,33,072	8,41,649	3.22	8,41,648	1	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>2,61,33,072</b>	<b>8,41,649</b>	<b>3.22</b>	<b>8,41,648</b>	<b>1</b>	<b>100.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>10,79,28,961</b>	<b>74.63</b>	<b>10,78,85,505</b>	<b>1</b>	<b>99.96</b>	<b>0.00</b>

\* Includes 43455 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

**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 / Director,  
Kirloskar Oil Engines Limited,  
LaxmanraoKirloskar Road,  
Khadki, Pune-411 003.

Dear Sir,

I, ManasiParadkar, 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 e-voting at the 11<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Friday, 28<sup>th</sup> August, 2020 at 11.30 a.m. and ascertaining the voting result on the resolutions contained in the Notice of AGM and Addendum to the Notice of AGM.

The Notice dated 19<sup>th</sup> June, 2020 and addendum to AGM Notice dt. 30<sup>th</sup> July, 2020 setting out material facts under Section 102 of the Companies Act, 2013 were sent to members by email.

The scrutiny of voting process along with ascertaining of voting results is as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & read with the General Circular No. 20/2020 dated 5th May, 2020 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", 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:-

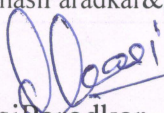
- i. The remote e-voting period remained open from Tuesday, 25<sup>th</sup> August, 2020 (9.00 A.M.) to Thursday, 27<sup>th</sup> August, 2020, (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e; Friday, 21<sup>st</sup> August, 2020 were entitled to vote on the resolutions as set out in the AGM Notice and Addendum to the AGM Notice.
- iii. The facility for e-voting during the Annual General Meeting was provided for those members who attended the meeting but not voted through the remote e-voting facility. 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.
- iv. 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>.
- v. Thereafter, the consolidated report considering remote e-voting and e-voting during the AGM was prepared. A copy of the same is annexed hereto.

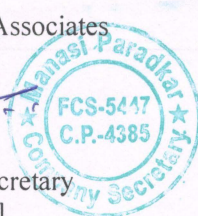
*\* E-voting contains remote E-voting and E-voting at Annual General meeting. Due to COVID-19 pandemic, Company has conducted Annual General Meeting through video conferencing. Accordingly voting through ballot dispensed with and E-voting at the meeting was taken. Our report is a consolidated report of remote E-voting and E-voting at the Meeting.*

Thanking You

Yours Faithfully,

For ManasiParadkar & Associates

  
ManasiParadkar  
Practicing Company Secretary  
[FCS- 5447, CP -4385 ]



Received on 28<sup>th</sup> August 2020  
For Kirloskar Oil Engines Limited

Atul C. Kirloskar  
Executive Chairman

Place: Pune  
Date: 28/08/2020

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

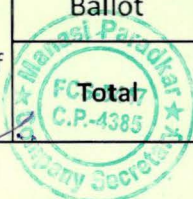
ANNEXURE TO SCRUTINIZER'S REPORT FOR 11<sup>TH</sup> AGM DATED AUGUST 28, 2020

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	<b>Ordinary Resolution</b> : Adoption of Audited Standalone Financial Statements & Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2020 together with the Report of the Directors' and the Auditors thereon.	E- voting	157	107,928,961	155	107,890,222	100%	1	1	0%	1	38,738
		Ballot	0	0	0	0	0	0	0	0	0	0
		<b>Total</b>	157	107,928,961	155	107,890,222	100%	1	1	0%	1	38,738
2	<b>Ordinary Resolution</b> : Confirmation and consideration of Interim Dividend as final dividend of Rs. 4/- per equity share ( i.e 200%) for the financial year 2019-2020.	E- voting	157	107,928,961	153	107,927,488	100%	4	1,473	0%	0	0
		Ballot	0	0	0	0	0	0	0	0	0	0
		<b>Total</b>	157	107,928,961	153	107,927,488	100%	4	1473	0%	0	0
3	<b>Ordinary Resolution</b> : Approval to the reappointment of a Director Mr. Rahul C. Kirloskar [DIN: 00007319 ]who retires by rotation.	E- voting	157	107,928,961	152	107,921,041	100%	5	7920	0%	0	0
		Ballot	0	0	0	0	0	0	0	0	0	0
		<b>Total</b>	157	107,928,961	152	107,921,041	100%	5	7920	0%	0	0

A handwritten signature in blue ink is written over a circular green stamp. The stamp contains the text 'Mansi Parthasarthy' and 'Company Secretary' around the perimeter, with a central number '4385'.

4	<b>Ordinary Resolution</b> : Approval to the reappointment of a Director Mr. Nihal G. Kulkarni [DIN: 01139147 ] who retires by rotation.	E- voting	157	107,928,961	150	107,925,443	100%	7	3518	0%	0	0	
		Ballot	0	0	0	0	0	0	0	0	0	0	0
		<b>Total</b>	157	107,928,961	150	107,925,443	100%	7	3518	0%	0	0	
	<b>Special Business</b>												
5	<b>Ordinary Resolution:</b> Approval to the Appointment of Mr. Sanjeev Nimkar [DIN: 07869394] who was appointed as an Additional Director & Managing Director of the Company w.e.f. 29th April,2020 as Director of the company.	E- voting	157	107,928,961	153	107,928,605	100%	4	356	0%	0	0	
		Ballot	0	0	0	0	0	0	0	0	0	0	0
		<b>Total</b>	157	107,928,961	153	107,928,605	100%	4	356	0%	0	0	
6	<b>Ordinary Resolution:</b> Approval to the Appointment of Mr. Sanjeev Nimkar [DIN: 07869394] as a Managing Director of the Company for 5 years w.e.f. 29.4.2020.	E- voting	157	107,928,961	152	107,928,250	100%	5	711	0%	0	0	
		Ballot	0	0	0	0	0	0	0	0	0	0	
		<b>Total</b>	157	107,928,961	152	107,928,250	100%	5	711	0%	0	0	
7	<b>Ordinary Resolution:</b> Approval to the appointment of Mr. Kandathil Mathew Abraham(DIN: 05178826 ]as an Independent Director of the Company for a term of five years w.e.f 10th August, 2019.	E- voting	157	107,928,961	152	107,928,409	100%	5	552	0%	0	0	
		Ballot	0	0	0	0	0	0	0	0	0	0	
		<b>Total</b>	157	107,928,961	152	107,928,409	100%	5	552	0%	0	0	

*[Handwritten Signature]*





12	<b>Special Resolution:</b> Alteration to the Main object clause of Memorandum of Association 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 Section of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Section of the Companies Act, 2013	E- voting	157	107,928,961	153	107,885,505	100%	1	1	0%	3	43455	
		Ballot	0	0	0	0	0	0	0	0	0	0	0
		<b>Total</b>	157	107,928,961	153	107,885,505	100%	1	1	0%	3	43,455	




MANASI PARADKAR  
FCS-5447 CP-4385  
Practicing Company Secretary  
Pune  
Date: 28th August ,2020

Chairman