



Enriching Lives

KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

6 August 2016

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
1st Floor, Rotunda Building,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir/Madam,

Subject: Voting Result and Scrutinizer's Report for the 7th 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

S. A. Raichurkar

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	05-Aug-16
Total Number of Shareholders on Record Date i.e. 29 July 2016	37,094
Number of Shareholders present in the Meeting either in person or through Proxy:-	
- Promoters and Promoter Group	12
- Public	114
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 2 August 2016 (from 9:00 am) to 4 August 2016 (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 2016 together with the Reports of the Directors and the Auditors thereon.

Resolution required: (Ordinary/ Special)	Ordinary	No	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
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category									
Promoter and Promoter Group			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
			8,57,62,905	8,53,59,942	99.53	8,53,59,942	0	100.00	0.00
				0	0.00	0	0	0.00	0.00
				NA	NA	NA	NA	NA	NA
			8,57,62,905	8,53,59,942	99.53	8,53,59,942	0	100.00	0.00
Public - Institutions			3,10,06,494	2,26,66,077	73.10	2,26,48,376	0	99.92	0.00
				0	0.00	0	0	0.00	0.00
				NA	NA	NA	NA	NA	NA
			3,10,06,494	2,26,66,077	73.10	2,26,48,376	0	99.92	0.00
Public - Non Institutions			2,78,44,462	35,098	0.13	35,053	45	99.87	0.13
				15,252	0.05	13,800	0	90.48	0.00
			2,78,44,462	50,350	0.18	48,853	45	97.03	0.09
Total			14,46,13,861	10,80,76,369	74.73	10,80,57,171	45	99.98	0.00

* Includes 19153 Invalid/ Abstain votes





Resolution No. 2: Confirmation of the payment of Interim Dividend as final dividend for the year ended 31 March 2016. (Ordinary Resolution)

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	8,57,62,905	8,53,59,942	99.53	8,53,59,942	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
Total		8,57,62,905	8,53,59,942	99.53	8,53,59,942	0	100.00	0.00
Public – Institutions	E-Voting	3,10,06,494	2,26,66,077	73.10	2,26,66,077	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
Total		3,10,06,494	2,26,66,077	73.10	2,26,66,077	0	100.00	0.00
Public - Non Institutions	E-Voting	2,78,44,462	35,098	0.13	34,948	150	99.57	0.43
	Poll		15,252	0.05	13,800	0	90.48	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Total		2,78,44,462	50,350	0.18	48,748	150	96.82	-0.30
Total		14,46,13,861	10,80,76,369	74.73	10,80,74,767	150	100.00	0.00

* Includes 1452 Invalid/ Abstain votes

Resolution No. 3: Re-Appointment of Rajendra R. Deshpande who retired by rotation. (Ordinary Resolution)

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	8,57,62,905	8,53,59,942	99.53	8,53,59,942	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
Total		8,57,62,905	8,53,59,942	99.53	8,53,59,942	0	100.00	0.00
Public – Institutions	E-Voting	3,10,06,494	2,26,66,077	73.10	2,26,66,077	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
Total		3,10,06,494	2,26,66,077	73.10	2,26,66,077	0	100.00	0.00
Public - Non Institutions	E-Voting	2,78,44,462	35,098	0.13	23,803	45	67.82	0.13
	Poll		15,252	0.05	13,800	0	90.48	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Total		2,78,44,462	50,350	0.18	37,603	45	74.68	0.09
Total		14,46,13,861	10,80,76,369	74.73	10,80,63,622	45	99.99	0.00

* Includes 12702 Invalid/ Abstain votes

Resolution No. 4: Re- appointment of Auditors and fixing their remuneration. (Ordinary Resolution)

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	8,57,62,905	8,53,59,942	99.53	8,53,59,942	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
	Total	8,57,62,905	8,53,59,942	99.53	8,53,59,942	0	100.00	0.00
Public - Institutions	E-Voting	3,10,06,494	2,26,66,077	73.10	2,26,66,077	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
	Total	3,10,06,494	2,26,66,077	73.10	2,26,66,077	0	100.00	0.00
Public - Non Institutions	E-Voting	2,78,44,462	35,098	0.13	34,753	345	99.02	0.98
	Poll		15,252	0.05	13,800	0	90.48	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	2,78,44,462	50,350	0.18	48,553	345	96.43	0.69
Total		14,46,13,861	10,80,76,369	74.73	10,80,74,572	345	100.00	0.00

* Includes 1452 Invalid/ Abstain votes

Resolution No. 5: Appointment of Vinesh Kumar Jairath as an Independent Director. (Ordinary Resolution)

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	8,57,62,905	8,53,59,942	99.53	8,53,59,942	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
	Total	8,57,62,905	8,53,59,942	99.53	8,53,59,942	0	100.00	0.00
Public - Institutions	E-Voting	3,10,06,494	2,26,66,077	73.10	2,18,65,692	0	96.47	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	3,10,06,494	2,26,66,077	73.10	2,18,65,692	0	96.47	0.00
Public - Non Institutions	E-Voting	2,78,44,462	35,098	0.13	35,022	76	99.78	0.22
	Poll		15,252	0.05	13,800	0	90.48	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	2,78,44,462	50,350	0.18	48,822	76	96.97	0.15
Total		14,46,13,861	10,80,76,369	74.73	10,72,74,456	76	99.26	0.00

* Includes 801837 Invalid/ Abstain votes

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, M. J. Risbud, a Company Secretary in Practice, have been appointed by the Board of Directors of Kirloskar Oil Engines Limited (The Company) as a Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and ballot papers deposited in ballot box at the 7th Annual General Meeting, and ascertaining the voting result as per the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and 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 7th Annual General Meeting (AGM) of the members of the Company, to be held on Friday 05th August, 2016, at Hotel Le Meridien, Raja Bahadur Mill Road, Pune- 411 001.

The notice dated 18th May, 2016 convening the AGM along with statement setting out material facts under section 102 of the Companies Act, 2013 was dispatched to the shareholders in respect of the resolutions to be passed at the said AGM.




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" 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 forms 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, 2nd August, 2016 (9.00 A.M.) to Thursday, 4th August, 2016, (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e. 29th July, 2016 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of the Company.
- iii. After the conclusion of voting by ballot forms at the AGM, the votes cast on the resolutions by ballot forms were counted.
- iv. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Friday, 5th August, 2016 in the presence of 2 witnesses, Mr. Harshvardhan M. Risbud ACA and Mrs. Manasi Paradkar, PCS who are not in the employment of the Company.




PCS M. J. RISBUD & CO.

- 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 Ltd 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,



Mahesh J. Risbud

Company Secretary

Membership No. FCS- 810, CP -185

UCN: S1981MH000400

Place: Pune

Date: 06/08/2016

Received on 6 August 2016
FOR KIRLOSKAR OIL ENGINES LIMITED



(ATUL C. KIRLOSKAR)
EXECUTIVE CHAIRMAN

Kirloskar Oil Engines Limited
CIN L29120PN2009PLC133351

ANNEXURE TO SCRUTINIZER'S REPORT FOR 7TH AGM DATED AUGUST 05, 2016

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	
1	Ordinary Business Adoption of the Financial Statement for the year ended on 31 st March 2016 and also the report of the Board of Directors and of the Auditors thereon	E- voting	71	108,061,117	69	108,043,371	100%	1	45	0%	1	17,701
		Ballot	48	15,252	40	13,800	90%	-	-	0%	8	1,452
		Total	119	108,076,369	109	108,057,171	100%	1	45	0%	9	19,153
2	Confirmation of payment of interim dividend at the rate of Rs. 5 per equity share of Rs. 2 each i.e. (250 percent) for the financial year 2015-2016	E- voting	71	108,061,117	70	108,060,967	100%	1	150	0%	-	-
		Ballot	48	15,252	40	13,800	90%	-	-	0%	8	1,452
		Total	119	108,076,369	110	108,074,767	100%	1	150	0%	8	1,452
3	Approval to the reappointment of Mr. Rajendra R. Deshpande, as a Director liable to retire by rotation	E- voting	71	108,061,117	69	108,049,822	100%	1	45	0%	1	11,250
		Ballot	48	15,252	40	13,800	90%	-	-	0%	8	1,452
		Total	119	108,076,369	109	108,063,622	100%	1	45	0%	9	12,702
4	Approval to the appointment of M/s. P. G. Bhagwat, Chartered Accountants as Statutory Auditors for a second term of 5 years from the conclusion of 7th AGM until the conclusion of AGM to be held in the 2021	E- voting	71	108,061,117	69	108,060,772	100%	2	345	0%	-	-
		Ballot	48	15,252	40	13,800	90%	-	-	0%	8	1,452
		Total	119	108,076,369	109	108,074,572	100%	2	345	0%	8	1,452
5	Special Business Appointment of V. K. Jairath as an Independent Director	E- voting	71	108,061,117	67	107,260,656	99%	1	76	0%	3	800,385
		Ballot	48	15,252	40	13,800	90%	-	-	0%	8	1,452
		Total	119	108,076,369	107	107,274,456	99%	1	76	0%	11	801,837
6	Ratification of the remuneration of Cost Auditors M/s Parkhi Limaye & Co., Cost Accountants for the year 2016-2017	E- voting	71	108,061,117	71	108,061,117	100%	-	-	0%	-	-
		Ballot	48	15,252	40	13,800	90%	-	-	0%	8	1,452
		Total	119	108,076,369	111	108,074,917	100%	-	-	0%	8	1,452


M J RISBUD



DATE: 06.08.2016