



Enriching Lives

## KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

5 August 2017

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 8<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.

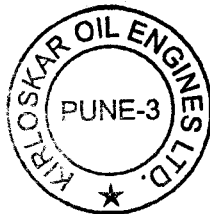
Based on aforesaid Scrutinizer's report the resolutions for Item no. 1 to 10 of AGM Notice were passed with requisite majority.

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	04-Aug-17
Total Number of Shareholders on Record Date i.e. 28 July 2017	35,496
Number of Shareholders present in the Meeting either in person or through Proxy:-	
- Promoters and Promoter Group	5
- Public	185
Number of Shareholders attended the Meeting through Video Conferencing:-	
- Promoters and Promoter Group	-
- Public	-

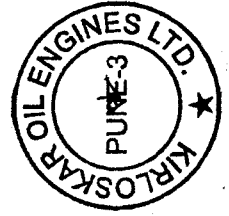
**Agenda-Wise Disclosure**

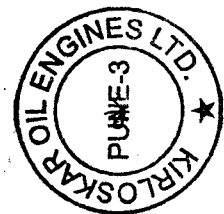
The Mode of voting for all resolutions was Remote E-Voting conducted between 1 August 2017 (from 9:00 am) to 3 August 2017 (upto 5:00 pm) (both days inclusive) and ballot papers provided at the time of meeting.

Resolution No. 1: Adoption of Audited Standalone Financial Statements and the Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2017 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		8,54,66,620	99.61	8,54,66,620	0	100.00	0.00
	Poll	8,58,02,905	1,59,756	0.19	1,59,756	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,56,26,376</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting		2,63,24,622	78.46	2,63,19,272	0	99.98	0.00
	Poll	3,35,49,743	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>2,63,19,272</b>	<b>0</b>	<b>99.98</b>	<b>0.00</b>
Public - Non Institutions	E-Voting		37,877	0.15	37,877	0	100.00	0.00
	Poll	2,52,61,213	39,563	0.16	39,563	0	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>77,440</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>11,20,23,088</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>

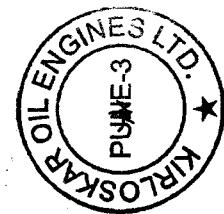
\* Includes 5350 Invalid/ Abstain votes





Resolution No. 2: Declaration of dividend on equity shares for the Financial Year ended 31 March 2017. (Ordinary Resolution)									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/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		8,54,66,620	99.65	8,54,66,620	0	100.00	0.00		
Poll	8,58,02,905	1,59,756	0.19	1,59,756	0	100.00	0.00		
Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
<b>Total</b>	<b>8,58,02,905</b>	<b>8,56,26,376</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
Public - Institutions									
E-Voting	3,35,49,743	0	0.00	0	0	0.00	0.00		
Poll		NA	NA	NA	NA	NA	NA		
Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
<b>Total</b>	<b>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>2,63,24,622</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
Public - Non Institutions									
E-Voting	2,52,61,213	37,877	0.15	37,877	0	100.00	0.00		
Poll		39,563	0.16	39,563	0	100.00	0.00		
Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
<b>Total</b>	<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>77,440</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
<b>Total</b>	<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>11,20,28,438</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
Resolution No. 3: Re-Appointment of Rahul C Kirloskar who retires by rotation. (Ordinary Resolution)									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/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		8,54,66,620	99.65	8,54,66,620	0	100.00	0.00		
Poll	8,58,02,905	1,59,756	0.19	1,59,756	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>8,56,26,376</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
Public - Institutions									
E-Voting	3,35,49,743	0	0.00	0	2,608	91.78	0.01		
Poll		NA	NA	NA	0	0.00	0.00		
Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
<b>Total</b>	<b>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>2,41,61,952</b>	<b>2,608</b>	<b>91.78</b>	<b>0.01</b>		
Public - Non Institutions									
E-Voting	2,52,61,213	37,877	0.15	37,877	0	100.00	0.00		
Poll		39,563	0.16	39,563	0	100.00	0.00		
Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
<b>Total</b>	<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>77,440</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>		
<b>Total</b>	<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>10,98,65,768</b>	<b>2,608</b>	<b>98.07</b>	<b>0.00</b>		

\* Includes 2160062 Invalid/ Abstain votes



Resolution No. 4: Ratification of Appointment of Auditors and fixing their remuneration. (Ordinary Resolution)									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/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	(7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	8,58,02,905	8,54,66,620	99.65	8,54,66,620	0	100.00	0.00	
	Poll		1,59,756	0.19	1,59,756	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,56,26,376</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
Public - Institutions	E-Voting	3,35,49,743	2,63,24,622	78.46	2,63,24,622	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>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>2,63,24,622</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
Public - Non Institutions	E-Voting	2,52,61,213	37,877	0.15	37,862	0	99.96	0.00	
	Poll		39,563	0.16	39,563	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>77,425</b>	<b>0.00</b>	<b>99.98</b>	<b>0.00</b>	
<b>Total</b>		<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>11,20,28,423</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

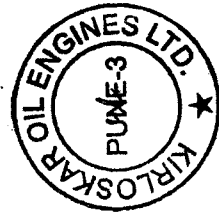
\* Includes 15 Invalid/ Abstain votes

Resolution No. 5: Re - appointment of Mr. Atul C. Kirloskar as an Executive Chairman (Ordinary Resolution)									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/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	(7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	8,58,02,905	8,54,66,620	99.65	8,54,66,620	0	100.00	0.00	
	Poll		1,59,756	0.19	1,59,756	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,56,26,376</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
Public - Institutions	E-Voting	3,35,49,743	2,63,24,622	78.46	2,41,61,952	2,608	91.78	0.01	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>2,41,61,952</b>	<b>2,608</b>	<b>91.78</b>	<b>0.01</b>	
Public - Non Institutions	E-Voting	2,52,61,213	37,877	0.15	37,877	0	100.00	0.00	
	Poll		39,563	0.16	39,563	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>77,440</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>	
<b>Total</b>		<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>10,98,55,768</b>	<b>2,608</b>	<b>98.07</b>	<b>0.00</b>	

\* Includes 2160062 Invalid/ Abstain votes



Resolution No. 6: Re - appointment of Mr. Gautam A. Kulkarni as an Whole Time Director with designation as the Executive Vice Chairman (Ordinary Resolution)									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Ordinary									
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	(7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		8,54,66,620	99.65	8,54,66,620	0	100.00	0.00	
	Poll	8,58,02,905	1,59,756	0.19	1,59,756	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,56,26,376</b>	<b>99.79</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting		2,63,24,622	78.46	1,99,04,084	42,60,476	75.61	16.18	
	Poll	3,35,49,743	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>78.46</b>	<b>1,99,04,084</b>	<b>42,60,476</b>	<b>75.61</b>	<b>16.18</b>
Public - Non Institutions	E-Voting		37,877	0.15	37,762	0	99.70	0.00	
	Poll	2,52,61,213	39,563	0.16	39,563	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>0.31</b>	<b>77,325</b>	<b>0</b>	<b>99.85</b>	<b>0.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>10,56,07,785</b>	<b>42,60,476</b>	<b>94.27</b>	<b>3.80</b>	
* Includes 2160177 Invalid/ Abstain votes									
Resolution No. 7: Re - appointment of Mr. Nihal G. Kulkarni as the Managing Director (Ordinary Resolution)									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Ordinary									
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	(7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		8,54,66,620	99.65	8,54,66,620	0	100.00	0.00	
	Poll	8,58,02,905	1,59,756	0.19	1,59,756	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>8,58,02,905</b>	<b>8,56,26,376</b>	<b>99.79</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting		2,63,24,622	78.46	2,41,61,952	2,608	91.78	0.01	
	Poll	3,35,49,743	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>78.46</b>	<b>2,41,61,952</b>	<b>2,608</b>	<b>91.78</b>	<b>0.01</b>
Public - Non Institutions	E-Voting		37,877	0.15	37,877	0	100.00	0.00	
	Poll	2,52,61,213	39,563	0.16	39,563	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>0.31</b>	<b>77,440</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>10,98,65,768</b>	<b>2,608</b>	<b>98.07</b>	<b>0.00</b>	
* Includes 2160062 Invalid/ Abstain votes									

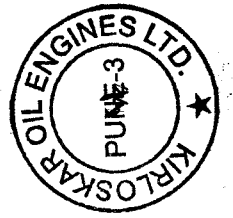


Resolution No. 8: Appointment of Mr. Satish Jamdar as an Independent Director (Ordinary Resolution)									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Ordinary									
No									
Category	Mode of voting	No. of 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 in % of Votes against on votes polled	(7)=[(5)/(2)]*100
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		8,54,66,620	99.65	8,54,66,620	0	100.00		0.00
	Poll	8,58,02,905	1,59,756	0.19	1,59,756	0	100.00		0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA		NA
<b>Total</b>		<b>8,58,02,905</b>	<b>8,56,26,376</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>		<b>0.00</b>
Public - Institutions	E-Voting		2,63,24,622	78.46	2,41,64,560	0	91.79		0.00
	Poll	3,35,49,743	0	0.00	0	0	0.00		0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA		NA
<b>Total</b>		<b>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>2,41,64,560</b>	<b>0</b>	<b>91.79</b>		<b>0.00</b>
Public - Non Institutions	E-Voting		37,877	0.15	37,877	0	100.00		0.00
	Poll	2,52,61,213	39,563	0.16	39,563	0	100.00		0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA		NA
<b>Total</b>		<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>77,440</b>	<b>0</b>	<b>100.00</b>		<b>0.00</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>10,98,68,376</b>	<b>0</b>	<b>98.97</b>		<b>0.00</b>

\* Includes 15 Invalid/ Abstain votes

Resolution No. 9: Approval of remuneration of the Cost Auditor (Ordinary Resolution)									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Ordinary									
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 in % of Votes against on votes polled	(7)=[(5)/(2)]*100
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		8,54,66,620	99.65	8,54,66,620	0	100.00		0.00
	Poll	8,58,02,905	1,59,756	0.19	1,59,756	0	100.00		0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA		NA
<b>Total</b>		<b>8,58,02,905</b>	<b>8,56,26,376</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>		<b>0.00</b>
Public - Institutions	E-Voting		2,63,24,622	78.46	2,63,24,622	0	100.00		0.00
	Poll	3,35,49,743	0	0.00	0	0	0.00		0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA		NA
<b>Total</b>		<b>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>2,63,24,622</b>	<b>0</b>	<b>100.00</b>		<b>0.00</b>
Public - Non Institutions	E-Voting		37,877	0.15	37,836	26	99.89		0.07
	Poll	2,52,61,213	39,563	0.16	39,563	0	100.00		0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA		NA
<b>Total</b>		<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>77,399</b>	<b>26</b>	<b>99.95</b>		<b>0.07</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>11,20,28,397</b>	<b>26</b>	<b>100.00</b>		<b>0.00</b>

\* Includes 15 Invalid/ Abstain votes



Resolution No. 10: Re - appointment of Mr. R. Srinivasan as an Independent Director (Special Resolution)									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Special									
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		8,54,66,620	99.65	8,54,66,620	0	100.00	0.00	
	Poll	8,58,02,905	1,59,756	0.19	1,59,756	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>		<b>8,58,02,905</b>	<b>8,56,26,376</b>	<b>99.79</b>	<b>8,56,26,376</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting		2,63,24,622	78.46	2,41,61,952	2608	91.78	0.01	
	Poll	3,35,49,743	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>		<b>3,35,49,743</b>	<b>2,63,24,622</b>	<b>78.46</b>	<b>2,41,61,952</b>	<b>2608</b>	<b>91.78</b>	<b>0.01</b>
Public - Non Institutions	E-Voting		37,877	0.15	37,651	226	99.40	0.60	
	Poll	2,52,61,213	39,563	0.16	39,563	0	100.00	0.00	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	<b>Total</b>		<b>2,52,61,213</b>	<b>77,440</b>	<b>0.31</b>	<b>77,214</b>	<b>226</b>	<b>99.71</b>	<b>0.60</b>
<b>Total</b>		<b>14,46,13,861</b>	<b>11,20,28,438</b>	<b>77.47</b>	<b>10,98,65,542</b>	<b>2,834</b>	<b>98.07</b>	<b>0.00</b>	

\* Includes 2160062 Invalid/ Abstain votes

**M. J. RISBUD & CO.**

Company Secretaries

2, Annapoorna Apartments, Model Colony  
1034 Shivajinagar, Canal Road - Pune - 411016.  
Office - (020) 2565 3979  
Cell - 98220 10522

E-mail - mjrpcs@dataone.in / mjrpcs@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,

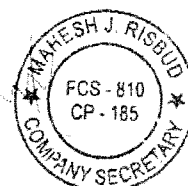
Kirloskar Oil Engines Limited

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 [CIN L29120PN2009PLC133351 ](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 8<sup>th</sup> 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 8<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on Friday 04<sup>th</sup> August, 2017, at Sheraton Grand Pune Bund Garden Hotel, Raja Bahadur Mill Road, Pune- 411 001.

The notice dated 10<sup>th</sup> May, 2017 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.



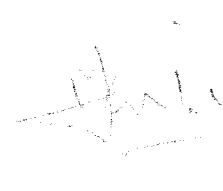


The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through different modes on the resolutions contained in the Notice of the AGM sent to the members of the Company.

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:-


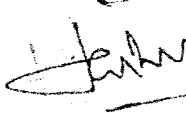
- i. The remote e-voting period remained open from Tuesday, 1<sup>st</sup> August, 2017 (9.00 A.M.) to Thursday, 3<sup>rd</sup> August, 2017, (5.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e. 28<sup>th</sup> July, 2017 were entitled to vote on the resolutions as set out in the 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, 4<sup>th</sup> August, 2017 in the presence of 2 witnesses, Mr. S. S. Ingale, PCS and Mrs. Manasi Paradkar, 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 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

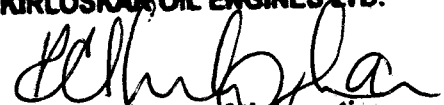
UCN:S1981MH000400

Place: Pune

Date: 05/08/2017

Received on 5 August 2017.

For KIRLOSKAR OIL ENGINES LTD.



Chairman of the meeting

Kirloskar Oil Engines Limited CIN:L29120PN2009PLC133351

ANNEXURE TO SCRUTINIZER'S REPORT FOR 08TH AGM DATED 04TH AUGUST 2017


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	Adoption of the Audited Standalone & consolidated Financial Statements for the year ended on 31st March, 2017 and the reports of the Auditors and the Board of Directors thereon	E-voting Ballot Total	110 48 158	111,829,119 199,319 112,028,438	109 48 157	111,823,769 199,319 112,023,088	100.00 100.00 100.00	0 0 0	0 0 0	- - -	1 - 1	5,350 0 5,350
2	Declaration of dividend on equity shares for the financial year ended 31st March, 2017	E-voting Ballot Total	110 48 158	111,829,119 199,319 112,028,438	110 48 158	111,829,119 199,319 112,028,438	100.00 100.00 100.00	0 0 0	0 0 0	- - -	- - -	0 0 0
3	Approval to the reappointment of Mr. Rahul C. Kirloskar (DIN 00007319), who retires by rotation and being eligible, offers himself for re-appointment.	E-voting Ballot Total	110 48 158	111,829,119 199,319 112,028,438	105 48 153	109,666,449 199,319 109,865,768	98.07 100.00 98.07	1 0 1	2,608 0 2,608	- - -	4 - 4	2,160,062 0 2,160,062

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
4	Approval to the ratification of Appointment of M/s. P. G. Bhagwat, Chartered accountants as the Statutory Auditors of the Company to hold office from the conclusion of 8th Annual General Meeting until the conclusion of next Annual General Meeting.	E-voting Ballot	110 48	111,829,119 199,319	109 48	111,829,104 199,319	100.00 100.00	0 0	0 0	- -	1 0	15 0
	<b>Total</b>		<b>158</b>	<b>112,028,438</b>	<b>157</b>	<b>112,028,423</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>1</b>	<b>15</b>
	<b>Special Business</b>											
5	To pass an Ordinary resolution for the Re-appointment of Mr. Atul C. Kirloskar (DIN 00007387) as the Whole Time Director with designation as the Executive Chairman of the Company for a term of 5 (five) years with effect from 26 January 2017, upon the terms and conditions as set out in the Agreement.	E-voting Ballot	110 48	111,829,119 199,319	105 48	109,666,449 199,319	98.07 100.00	1 0	2,608 0	- -	4 -	2,160,062 0
	<b>Total</b>		<b>158</b>	<b>112,028,438</b>	<b>153</b>	<b>109,865,768</b>	<b>98.07</b>	<b>1</b>	<b>2,608</b>	<b>-</b>	<b>4</b>	<b>2,160,062</b>


  
 - - - 3 -

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
6	To pass an Ordinary resolution for the Re-appointment of Mr. Gautam A. Kulkarni (DIN 00007542) as the Whole Time Director with designation as the Executive Vice Chairman of the Company for a term of 5 (five) years with effect from 26 January 2017, upon the terms and conditions as set out in the Agreement	E-voting	110	111,829,119	91	105,408,466	94.26	14	4,260,476	0.04	5	2,160,177
		Ballot	48	199,319	48	199,319	100.00	0	0	-	-	0
		<b>Total</b>	<b>158</b>	<b>112,028,438</b>	<b>139</b>	<b>105,607,785</b>	<b>94.27</b>	<b>14</b>	<b>4,260,476</b>	<b>0.04</b>	<b>5</b>	<b>2,160,177</b>
7	To pass an Ordinary resolution for the Re-appointment of Mr. Nihal G. Kulkarni (DIN 01139147) as the Managing Director of the Company for a term of 5 (five) years with effect from 26 January 2017, upon the terms and conditions as set out in the Agreement.	E-voting	110	111,829,119	105	109,666,449	98.07	1	2,608	-	4	2,160,062
		Ballot	48	199,319	48	199,319	100.00	0	0	-	-	0
		<b>Total</b>	<b>158</b>	<b>112,028,438</b>	<b>153</b>	<b>109,865,768</b>	<b>98.07</b>	<b>1</b>	<b>2,608</b>	<b>-</b>	<b>4</b>	<b>2,160,062</b>
8	To pass an Ordinary resolution for the appointment of Mr. Satish N. Jamdar (DIN 00036653) as an Independent Director of the Company to hold office for a term of five consecutive years from the date of this Annual General Meeting	E-voting	110	111,829,119	106	109,669,057	98.07	0	0	-	4	2,160,062
		Ballot	48	199,319	48	199,319	100.00	0	0	-	-	0
		<b>Total</b>	<b>158</b>	<b>112,028,438</b>	<b>154</b>	<b>109,868,376</b>	<b>98.07</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>4</b>	<b>2,160,062</b>

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
9	To pass Ordinary resolution for the ratification of the remuneration of Cost Auditor M/s. Parkhi Limaye and Co, for the financial year ending 31st March, 2018	E-voting Ballot Total	110 48 158	111,829,119 199,319 112,028,438	107 48 155	111,829,078 199,319 112,028,397	100.00 100.00 100.00	2 0 2	26 0 26	- - -	1 - 1	15 0 15
10	To pass a Special Resolution for the Re-appointment of Mr. R. Srinivasan (DIN: 00043658) whose period of office is liable to expire on 11 August 2017, as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from 12 August 2017	E-voting Ballot Total	110 48 158	111,829,119 199,319 112,028,438	103 48 151	109,666,223 199,319 109,865,542	98.07 100.00 98.07	3 0 3	2,834 0 2,834	- - -	4 - 4	2,160,062 0 2,160,062

  
 Signature of Scrutinizer

M. J. Risbud

Date : 05.08.2017