



Enriching Lives

KIRLOSKAR OIL ENGINES LIMITED
A Kirloskar Group Company

Date: 10 August 2019

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 10th 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.

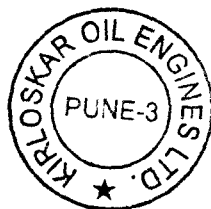
Based on aforesaid Scrutinizer's report the resolutions for Item no. 1 to 10 of AGM Notice were passed with requisite majority.

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

Thanking you.

Yours Faithfully,
For Kirloskar Oil Engines Limited


Smita Raichurkar
Company Secretary



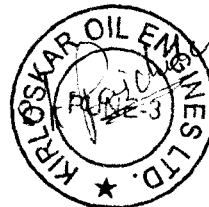
Details as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|-----------|
| Date of Annual General Meeting | 09-Aug-19 |
| Total Number of Shareholders on Record Date i.e. 2 August 2019 | 34,690 |
| Number of Shareholders present in the Meeting either in person or through Proxy:- | |
| - Promoters and Promoter Group | 10 |
| - Public | 167 |
| 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 6 August 2019 (from 9.00 am) to 8 August 2019 (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 2019 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 | | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | 8,58,12,905 | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | | 2,38,23,121 | 71.02 | 2,37,84,383 | 0 | 99.84 | 0.00 |
| | Poll | 3,35,44,676 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,37,84,383 | 0 | 99.84 | 0.00 |
| Public - Non Institutions | E-Voting | | 1,09,451 | 0.43 | 1,09,450 | 1 | 100.00 | 0.00 |
| | Poll | 2,52,56,280 | 5,234 | 0.02 | 5,234 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 2,52,56,280 | 1,14,685 | 0.45 | 1,14,684 | 1 | 100.00 | 0.00 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,94,07,668 | 1 | 99.96 | 0.00 |

* Includes 38738 Invalid/ Abstain votes



Resolution No. 2: Confirmation of the Interim Dividend for FY 2018-19 and declaration of dividend on equity shares for the Financial Year ended 31 March 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 | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | | - | 0.00 | - | 0 | - | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 |
| Public – Institutions | E-Voting | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,38,23,121 | 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 | | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,38,23,121 | 0 | 100.00 |
| Public - Non Institutions | E-Voting | 2,52,56,280 | 1,09,451 | 0.43 | 1,09,450 | 1 | 100.00 | 0.00 |
| | Poll | | 5,234 | 0.02 | 5,234 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 2,52,56,280 | 1,14,685 | 0.45 | 1,14,684 | 1 | 100.00 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,94,46,406 | 1 | 100.00 | 0.00 |

Resolution No. 3: Re-Appointment of Mr. Vinesh Kumar Jairath 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 | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | | - | 0.00 | - | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 |
| Public – Institutions | E-Voting | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,38,16,291 | 6,830 | 99.97 | 0.03 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,38,16,291 | 6,830 | 99.97 |
| Public - Non Institutions | E-Voting | 2,52,56,280 | 1,09,451 | 0.43 | 1,03,470 | 5981 | 94.54 | 5.46 |
| | Poll | | 5,234 | 0.02 | 5,224 | 10 | 99.81 | 0.19 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | | 2,52,56,280 | 1,14,685 | 0.45 | 1,08,694 | 5991.00 | 94.78 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,94,33,586 | 12,821 | 99.99 | 0.01 |

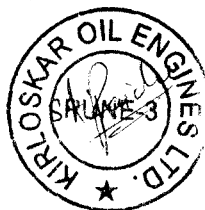


| Resolution No. 4: Re-Appointment of Ms. Gauri Kirloskar who retires by rotation. | | | | | | | | |
|---|-------------------------------|---------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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 | | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | 8,58,12,905 | - | 0.00 | - | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | | 2,38,23,121 | 71.02 | 2,38,23,121 | 0 | 100.00 | 0.00 |
| | Poll | 3,35,44,676 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,38,23,121 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | | 1,09,451 | 0.43 | 1,03,045 | 6406 | 94.15 | 5.85 |
| | Poll | 2,52,56,280 | 5,234 | 0.02 | 5,234 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 2,52,56,280 | 1,14,685 | 0.45 | 1,08,279 | 6406.00 | 94.41 | 5.59 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,94,40,001 | 6,406 | 99.99 | 0.01 |
| Resolution No. 5: Re-designation of Mr. Rajendra R. Deshpande as the Managing Director and Chief Executive Officer. | | | | | | | | |
| 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 | | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | 8,58,12,905 | - | 0.00 | - | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | | 2,38,23,121 | 71.02 | 2,38,23,121 | 0 | 100.00 | 0.00 |
| | Poll | 3,35,44,676 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,38,23,121 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | | 1,09,451 | 0.43 | 91,795 | 6406 | 83.87 | 5.85 |
| | Poll | 2,52,56,280 | 5,234 | 0.02 | 5,234 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 2,52,56,280 | 1,14,685 | 0.45 | 97,029 | 6406.00 | 84.60 | 5.59 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,94,28,751 | 6,406 | 99.98 | 0.01 |

* Includes 11250 Invalid/ Abstain votes



| Resolution No. 6: Appointment of Mrs. Mrunalini Deshmukh as an Independent Director for a first term of 5 years with effect from 12 September 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 | | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | 8,58,12,905 | - | 0.00 | - | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | | 2,38,23,121 | 71.02 | 2,38,23,121 | 0 | 100.00 | 0.00 |
| | Poll | 3,35,44,676 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,38,23,121 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | | 1,09,451 | 0.43 | 1,03,916 | 5535 | 94.94 | 5.06 |
| | Poll | 2,52,56,280 | 5,234 | 0.02 | 5,234 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 2,52,56,280 | 1,14,685 | 0.45 | 1,09,150 | 5535 | 95.17 | 5.06 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,94,40,872 | 5,535 | 99.99 | 0.01 |
| Resolution No. 7: Appointment of Mr. Sunil Shah Singh as an Independent Director for a first term of 5 years with effect from 12 September 2018 and also approval for continuation as he will be attaining age of 75 years during his first term of 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 | | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | 8,58,12,905 | - | 0.00 | - | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | | 2,38,23,121 | 71.02 | 2,38,19,121 | 4000 | 99.98 | 0.02 |
| | Poll | 3,35,44,676 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,38,19,121 | 4000 | 99.98 | 0.02 |
| Public - Non Institutions | E-Voting | | 1,09,451 | 0.43 | 1,03,276 | 6175 | 94.36 | 5.64 |
| | Poll | 2,52,56,280 | 5,234 | 0.02 | 5,234 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 2,52,56,280 | 1,14,685 | 0.45 | 1,08,510 | 6175 | 94.62 | 5.64 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,94,36,232 | 10,175 | 99.99 | 0.01 |



Resolution No. 8: Re-appointment of Mr. M. Lakshminarayan as an Independent Director for a second term of 3 years with effect from 12 August 2019

| 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 | | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | 8,58,12,905 | - | 0.00 | - | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | | 2,38,23,121 | 71.02 | 2,33,14,716 | 508405 | 97.87 | 2.13 |
| | Poll | 3,35,44,676 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,33,14,716 | 508405 | 97.87 | 2.13 |
| Public - Non Institutions | E-Voting | | 1,09,451 | 0.43 | 1,03,276 | 6175 | 94.36 | 5.64 |
| | Poll | 2,52,56,280 | 5,234 | 0.02 | 5,234 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 2,52,56,280 | 1,14,685 | 0.45 | 1,08,510 | 6175 | 94.62 | 5.64 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,89,31,827 | 5,14,580 | 99.53 | 0.47 |

Resolution No. 9: 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 | | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | 8,58,12,905 | - | 0.00 | - | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | | 2,38,23,121 | 71.02 | 2,38,23,121 | 0 | 100.00 | 0.00 |
| | Poll | 3,35,44,676 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 3,35,44,676 | 2,38,23,121 | 71.02 | 2,38,23,121 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | | 1,09,451 | 0.43 | 1,09,146 | 305 | 99.72 | 0.28 |
| | Poll | 2,52,56,280 | 5,234 | 0.02 | 5,224 | 10 | 99.81 | 0.19 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 2,52,56,280 | 1,14,685 | 0.45 | 1,14,370 | 315 | 99.73 | 0.47 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,94,46,092 | 315 | 100.00 | 0.00 |



Resolution No. 10: Approval for 'Kirkoskar Oil Engines Limited - Employees Stock Option Plan 2019'.

| 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 | | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| | Poll | 8,58,12,905 | - | 0.00 | - | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 8,58,12,905 | 8,55,08,601 | 99.65 | 8,55,08,601 | 0 | 100.00 | 0.00 |
| Public – Institutions | E-Voting | | 2,38,23,121 | 71.02 | 1,63,65,819 | 7457302 | 68.70 | 31.30 |
| | Poll | 3,35,44,676 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 3,35,44,676 | 2,38,23,121 | 71.02 | 1,63,65,819 | 7457302 | 68.70 | 31.30 |
| Public - Non Institutions | E-Voting | | 1,09,451 | 0.43 | 1,07,495 | 1956 | 98.21 | 1.79 |
| | Poll | 2,52,56,280 | 5,234 | 0.02 | 5,224 | 10 | 99.81 | 0.19 |
| | Postal Ballot (if applicable) | | NA | NA | NA | NA | NA | NA |
| | Total | 2,52,56,280 | 1,14,685 | 0.45 | 1,12,719 | 1966 | 98.29 | 1.98 |
| Total | | 14,46,13,861 | 10,94,46,407 | 75.68 | 10,19,87,139 | 74,59,268 | 93.18 | 6.82 |





**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,
Laxmanrao Kirloskar Road,
Khadki, Pune 411003

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 10th Annual General Meeting (AGM), and ascertaining the voting result as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time 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 10th Annual General Meeting (AGM) of the Members of the Company and held on Friday, the 9th day of August, 2019 at 12.15 p.m. at Sheraton Grand Pune Bund Garden Hotel, 211/212, Raja Bahadur Mill Road, Pune – 411 001.

The Annual Report for the financial year 2018–2019 and the Notice of AGM dated 17th May, 2019 setting out material facts under Section 102 of the Companies Act, 2013, were sent to the Members by email / courier / speed post / airmail, as the case may be.

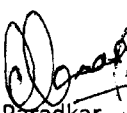
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through different modes on the resolutions contained in the Notice of the AGM sent to the members of the Company. My responsibility as a scrutinizer for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

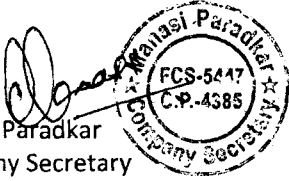



Further to the above, I submit my report as under:-

- i. The remote e-voting period remained open from Tuesday, 6th August, 2019 (9.00 A.M.) to Thursday, 8th August, 2019, (5.00 P.M.)
- ii. The Members of the Company as on the "cut-off" date i.e. 2nd August, 2019 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 9th August, 2019 in the presence of 2 witnesses, Mr. Suresh S. Ingale PCS and Mr. Mahesh Risbud, 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,
For Manasi Paradkar & Associates


Manasi Paradkar
Company Secretary
Membership No. FCS- 5447, CP - 4385
Place: Pune
Date : 10 August 2019

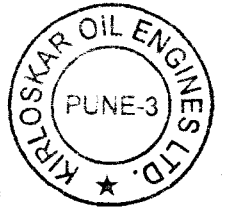


Received on 10 Aug. 2019

FOR KIRLOSKAR OIL ENGINES LIMITED

KIRLOSKAR Digitally signed by
ATUL KIRLOSKAR ATUL
CHANDRAKANT CHANDRAKANT
T Date: 2019.08.10
11:26:25 +05'30'

(ATUL C. KIRLOSKAR)
EXECUTIVE CHAIRMAN



Kirloskar Oil Engines Limited
CIN L29120PN2009PLC133351

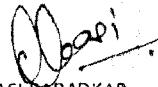
ANNEXURE TO SCRUTINIZER'S REPORT FOR 10TH AGM DATED 9th AUGUST, 2019

| 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 |
| | Ordinary Business | | | | | | | | | | | |
| 1 | Adoption to Standalone & Consolidated financial statement for the year ended 31st March 2019 together with report of Auditors and the Board of Directors. | E- voting | 89 | 109,441,173 | 87 | 109,402,434 | 100% | 1 | 1 | 0% | 1 | 38,738 |
| | | Ballot | 15 | 5,234 | 15 | 5,234 | 100% | - | - | 0% | - | - |
| | | Total | 104 | 109,446,407 | 102 | 109,407,668 | 100% | 1 | 1 | 0% | 1 | 38,738 |
| 2 | Declaration & confirmation of final & interim dividend respectively of [Rs. 2.50 per equity share] i.e 125% for the financial year ended 31.3.19 | E- voting | 89 | 109,441,173 | 88 | 109,441,172 | 100% | 1 | 1 | 0% | - | - |
| | | Ballot | 15 | 5,234 | 15 | 5,234 | 100% | - | - | 0% | - | - |
| | | Total | 104 | 109,446,407 | 103 | 109,446,406 | 100% | 1 | 1 | 0% | - | - |
| 3 | Approval to the reappointment of a Director, Mr. Vinesh Kumar Jairath [DIN-00391684] who retires by rotation | E- voting | 89 | 109,441,173 | 82 | 109,428,362 | 100% | 7 | 12,811 | 0% | - | - |
| | | Ballot | 15 | 5,234 | 14 | 5,224 | 100% | 1 | 10 | 0% | - | - |
| | | Total | 104 | 109,446,407 | 96 | 109,433,586 | 100% | 8 | 12,821 | 0% | - | - |

(Signature)

| | | | | | | | | | | | | |
|-------------------------|--|--------------|------------|--------------------|-----------|--------------------|-------------|----------|---------------|-----------|----------|---------------|
| 4 | Approval to the reappointment of a Director, Ms. Gauri Kirloskar [DIN-03366274] who retires by rotation | E- voting | 89 | 109,441,173 | 84 | 109,434,767 | 100% | 5 | 6,406 | 0% | - | - |
| | | Ballot | 15 | 5,234 | 15 | 5,234 | 100% | - | - | 0% | - | - |
| | | Total | 104 | 109,446,407 | 99 | 109,440,001 | 100% | 5 | 6,406 | 0% | - | - |
| Special Business | | | | | | | | | | | | |
| 5 | Ordinary Resolution - Approval to the re-designation of Mr. R. R. Deshpande [DIN-00007439] as a M.D & CEO w.e.f. 26.10.18 till 28.4.20 | E- voting | 89 | 109,441,173 | 83 | 109,423,517 | 100% | 5 | 6,406 | 0% | 1 | 11,250 |
| | | Ballot | 15 | 5,234 | 15 | 5,234 | 100% | - | - | 0% | - | - |
| | | Total | 104 | 109,446,407 | 98 | 109,428,751 | 100% | 5 | 6,406 | 0% | 1 | 11,250 |
| 6 | Ordinary Resolution - Approval to the appointment of Mrs. Mrunalini Deshmukh [DIN-07092728] as an Independent Director for a term of five years w.e.f 12th September, 2018 | E- voting | 89 | 109,441,173 | 83 | 109,435,638 | 100% | 6 | 5,535 | 0% | - | - |
| | | Ballot | 15 | 5,234 | 15 | 5,234 | 100% | - | - | 0% | - | - |
| | | Total | 104 | 109,446,407 | 98 | 109,440,872 | 100% | 6 | 5,535 | 0% | - | - |
| 7 | Special Resolution - Approval to the appointment & continuation of first term [being age more than 75 years] of Mr. Sunil Shah Sing [DIN-00233918] as an Independent Director for a term of five years w.e.f 12th September, 2018 | E- voting | 89 | 109,441,173 | 81 | 109,430,998 | 100% | 8 | 10,175 | 0% | - | - |
| | | Ballot | 15 | 5,234 | 15 | 5,234 | 100% | - | - | 0% | - | - |
| | | Total | 104 | 109,446,407 | 96 | 109,436,232 | 100% | 8 | 10,175 | 0% | - | - |

| | | | | | | | | | | | | |
|----|---|--------------|------------|--------------------|------------|--------------------|-------------|-----------|------------------|-----------|----------|----------|
| 8 | Special Resolution - Approval to the re - appointment of Mr. M Lakshinarayan [DIN-00064750] as an Independent Director for a second term of 3 consecutive years w.e.f 12.08.19 | E - voting | 89 | 109,441,173 | 72 | 108,926,593 | 100% | 17 | 514,580 | 0% | - | - |
| | | Ballot | 15 | 5234 | 15 | 5234 | 100% | 0 | 0 | 0% | - | - |
| | | Total | 104 | 109,446,407 | 87 | 108,931,827 | 100% | 17 | 514,580 | 0% | - | - |
| 9 | Ordinary Resolution - Ratification & Confirmation of remuneration payable to Cost Auditors M/s. Parkhi Limaye & Co. for the year ended 31.03.20 | E - Voting | 89 | 109,441,173 | 86 | 109,440,868 | 100% | 3 | 305 | 0% | - | - |
| | | Ballot | 15 | 5234 | 14 | 5224 | 100% | 1 | 10 | 0% | - | - |
| | | Total | 104 | 109,446,407 | 100 | 109,446,092 | 100% | 4 | 315 | 0% | - | - |
| 10 | Special Resolution - Approval to introduce & implement - Employee Stock Option Plan 2019' i.e "KOIL - ESOP 2019" & to authorise the Board to create, offer, grant, issue & allot in one or more tranches not exceeding 14 lacs employee Stock option | E - Voting | 89 | 109,441,173 | 68 | 101,981,915 | 93% | 21 | 7,459,258 | 7% | - | - |
| | | Ballot | 15 | 5234 | 14 | 5224 | 100% | 1 | 10 | 0% | - | - |
| | | Total | 104 | 109,446,407 | 82 | 101,987,139 | 93% | 22 | 7,459,268 | 7% | - | - |


 MANASI PARADKAR
 FCS - 5447 CP - 4385
 Practicing Company Secretary

Pune 10 August 2019