



KIRLOSKAR OIL ENGINES LIMITED
A Kirloskar Group Company

Enriching Lives

30 January 2018

NSE Scrip Code: **KIRLOSENG**

BSE Scrip Code: **533293**

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

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

Dear Sir/Madam,

Subject: Voting Result and Scrutinizer's Report of Postal Ballot (including voting by electronic means)

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the voting result of Postal Ballot (including voting by electronic means) in respect of the Special Resolution contained in the Postal Ballot notice dated 11 December 2017, for alteration of Main Object Clause of the Memorandum of Association (MOA) of the Company by insertion of the new clause III (A) 2 after the existing Clause III (A) 1 of MOA, alongwith the scrutinizer's report on Postal Ballot including voting by electronic means are enclosed herewith.

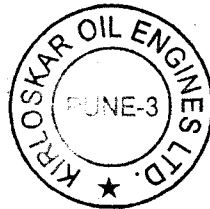
Based on aforesaid Scrutinizer's report the resolution has been passed with requisite majority.

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 AGM/EGM	Not Applicable (Resolution passed through Postal Ballot)
Total Number of Shareholders on Record Date i.e. 15 December 2017	32,633
Number of Shareholders present in the Meeting either in person or through Proxy:-	Not Applicable (Resolution passed through Postal Ballot)
- Promoters and Promoter Group	
- Public	
Number of Shareholders attended the Meeting through Video Conferencing:-	Not Applicable (Resolution passed through Postal Ballot)
- Promoters and Promoter Group	
- Public	

Agenda-Wise Disclosure

Resolution No. 1: Alteration of Main Object Clause of the Memorandum of Association (MOA) of the Company by insertion of the new clause III (A) 2 after the existing Clause III (A) 1 of MOA

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* outstanding shares	No. 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	8,58,02,905	8,52,00,186	99.30	8,52,00,186	0	100.00	0.00	0.00
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		2,42,492	0.28	2,42,492	0	100.00	0.00	0.00
	Total	8,58,02,905	8,54,42,678	99.58	8,54,42,678	0	100.00	0.00	0.00
Public - Institutions	E-Voting	3,44,85,014	2,41,08,925	69.91	2,27,06,879	1,40,2046	94.18	5.82	5.82
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	3,44,85,014	2,41,08,925	69.91	2,27,06,879	1,40,2046	94.18	5.82	5.82
Public - Non Institutions	E-Voting	2,43,25,942	63,310	0.26	62,838	472	99.25	0.75	0.75
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		10,32,743	4.25	9,87,710	1,202	95.64	0.12	0.12
	Total	2,43,25,942	10,96,053	4.51	10,50,548	1,674	95.85	0.15	0.15
Total		14,46,13,861	11,06,47,656	76.51	10,92,00,105	1,403,720	98.69	1.27	1.27

* Includes 43,831 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 read with Section 110 of the Companies Act, 2013 and
Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules,
2014, as amended]**

To

The Chairman/Managing Director,

Kirloskar Oil Engines Limited

Khadki,

Pune 411003.

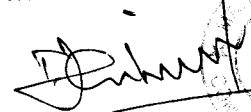
Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Kirloskar Oil Engines Limited (CIN L29120PN2009PLC133351) (KOEL or Company) on 11th December, 2017, I M. J. Risbud, a Company Secretary in Practice, have been appointed as scrutiniser to receive, process & scrutinise the physical ballot papers/e-voting process in respect of Special Resolution for alteration of main object clause of Memorandum by insertion of new clause III(A)2 after existing clause III(A)(1) as circulated by postal ballot notice dated 11th December, 2017 sent by emails or by post to the members as on cut-off date namely 15th December, 2017. The Company had also provided e-voting facility for the above purpose through NSDL.

The voting was open from Wednesday, 27th December 2017, at 9.00 a.m. and ended on Thursday, 25th January 2018, at 5.00 p.m.

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 resolution 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 physical ballot forms received & scrutinised by us.

PCS M. J. RISBUD & CO.


FCS - 810
CP - 18C

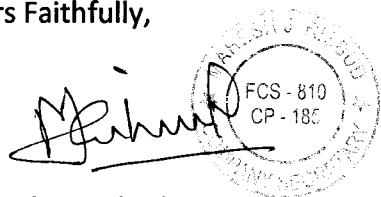
E voting data was downloaded after the closure time in the presence of PCS Mr S. S. Ingale & PCS Mrs. Manasi Paradkar who are not in the employment of the Company.

I report that during the aforesaid voting period I have received 299 (Two hundred Ninety Nine) envelopes which were opened & taken up for scrutiny on periodic basis & final lot after the closure date. After validation of the postal ballot forms, the final data was compiled by Link Intime India Pvt. Ltd., Registrar & Transfer Agent (RTA) of the Company who preserve all the data of the members. Final data of both voting compilation was consolidated.

Thereafter, the consolidated report of the total votes cast in favour or against of voting on Special Resolution for alteration of object clause was prepared. A copy of the same is annexed hereto.

Thanking You,

Yours Faithfully,



Mahesh J. Risbud

Company Secretary

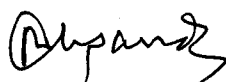
Membership No. FCS- 810, CP -185

UCN: S1981MH000400

Place: Pune

Date: 30/01/2018

Received on 30 January 2018
FOR KIRLOSKAR OIL ENGINES LIMITED



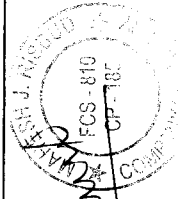
(R.R. DESHPANDE)
Joint Managing Director

Annexure – Consolidated voting report on postal ballot

KIRLOSKAR OIL ENGINES LIMITED
CIN: L29120PN2009PLC133351

ANNEXURE TO SCRUTINIZER'S REPORT IN RESPECT OF POSTAL BALLOT

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
1	SPECIAL RESOLUTION Special resolution under section 13 of the Companies Act, 2013 for alteration of Clause III (A) of the main Object Clause of the Memorandum of Association of the Company, by insertion of new clause III(A) 2, after existing Clause III(A) 1	E-voting	152	109,372,421	134	107,969,903	98.72	18	1402518	1.28	0	0
		Ballot	299	1,275,235	274	1,230,202	99.90	4	1202	0.10	21	43,831
		Total	451	110,647,656	408	109,200,105	98.69	22	1403720	1.27	21	43,831



M. J. Risbud

Signature of Scrutinizer

M. J. Risbud

Date : 30.01.2018