

M. J. RISBUD & CO.

Company Secretaries

2, Annapoorna Apartments, Model Colony,
1034 Shivajinagar, Canal Road, Pune - 411 016.

Office - (020) 2565 3979, Resi. - 2565 1897

Fax - 2565 4463, 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]**

To
The Chairman,
Kirloskar Oil Engines Limited.
Laxmanrao Kirloskar Road, Khadki,
Pune- 411 003

Dear Sir,

I, Mahesh 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 e-voting process along with Ballot forms, and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the companies Act, 2013, read with rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "Resolutions") of the Annual General Meeting (AGM) of the members of the Company, to be held on 12th August, 2014 at Hotel Le Meridien, Raja Bahadur Mill Road, Pune- 411 001.

The notice dated 17th June, 2014 convening the Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company to be held on 12th August, 2014.

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 electronic means on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid votes", based on the reports generated/received from the e-voting system provided by, National Securities Depository Ltd the authorized agency to provide e-voting facilities, engaged by the Company and Ballot forms received.



M. J. RISBUD & CO.

Company Secretaries

2, Annapoorna Apartments, Model Colony,
1034 Shivajinagar, Canal Road, Pune - 411 016.

Office - (020) 2565 3979, Resi. - 2565 1897

Fax - 2565 4463, Cell - 98220 10522

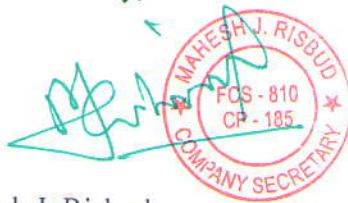
E-mail - mjrpcs@dataone.in / mjrpcs@gmail.com

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

- i. The e-voting period remained open from Wednesday, 6th August, 2014 (9.00 A.M.) to Friday, 8th August, 2014, (6.00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e 4th July, 2014 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of the Company.
- iii. The report of the votes cast as received from NSDL was unblocked on Saturday, 9th August, 2014 in the presence of 2 witnesses, Mr. Suresh S. Ingale PCS and Mrs. Manasi Paradkar, PCS who are not in the employment of the Company.
- iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Ltd i.e.. <https://evoting.nsdl.com> and based on such reports generated & received from NSDL and combined with Ballot forms received, the result of the e-voting and Ballot forms is annexed.

Thanking You

Yours Faithfully,



A red circular stamp with the text "MAHESH J. RISBUD" at the top, "FCS - 810" and "CP - 185" in the center, and "COMPANY SECRETARY" at the bottom. A handwritten signature in blue ink is written over the stamp.

Mahesh J. Risbud
Company Secretary
Membership No. FCS- 810, CP -185
Place: Pune
Date: 11/08/2014

Annexure to the Scrutinizer's Report

Resolution no. as per notice of AGM	Resolution Description	Mode of voting	No. of members voted	Total Votes	In Favour			Against			Invalid / Abstain	
					Ballots	Votes	% of Total Valid Votes	Ballots	Votes	% of Total Valid Votes	Ballots	Votes
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for Financial Year ended 31 March 2014	Electronic	44	120009382	44	120009382	100	---nil---	---nil---	---nil---	---nil---	---nil---
		Physical Ballot	3	20355	2	15000	100	---nil---	---nil---	1	5355	
		Total	47	120029737	46	120024382	100	---nil---	---nil---	1	5355	
2	Declaration of dividend on equity shares for the Financial Year ended 31 March 2014	Electronic	45	120010132	45	120010132	100	---nil---	---nil---	---nil---	---nil---	
		Physical Ballot	3	20355	2	15000	100	---nil---	---nil---	1	5355	
		Total	48	120030487	47	120025132	100	---nil---	---nil---	1	5355	
3	Re-Appointment of Rahul C. Kirtoskar who retires by rotation	Electronic	44	120009382	42	120008607	100	2	775	0.00	---nil---	
		Physical Ballot	3	20355	2	15000	100	---nil---	---nil---	1	5355	
		Total	47	120029737	44	120025607	100	2	775	0	1	5355
4	Appointment of Auditors and fixing their remuneration	Electronic	44	120009382	44	120009382	100	---nil---	---nil---	---nil---	---nil---	
		Physical Ballot	3	20355	2	15000	100	---nil---	---nil---	1	5355	
		Total	47	120029737	46	120024382	100	---nil---	---nil---	1	5355	
Special Business												
5	Appointment of U. V. Rao as an Independent Director	Electronic	43	116409382	41	116408582	100	2	800	0.00	---nil---	
		Physical Ballot	3	20355	2	15000	100	---nil---	---nil---	1	5355	
		Total	46	116429737	43	116423582	100	2	800	0.00	1	5355
6	Appointment of R. Srinivasan as an Independent Director	Electronic	43	120009332	42	120008582	100	1	750	0.00	---nil---	
		Physical Ballot	2	16605	1	11250	100	---nil---	---nil---	1	5355	
		Total	45	120025937	43	120019832	100	1	750	0.00	1	5355

MAHESH J. RAIBUD
 COMPANY SECRETARY
 FCS - 810
 CP - 185

7	Appointment of Pratap G. Pawar as an Independent Director	Electronic	43	120009367	36	119343506	100	7	665861	0.00	---	---	---
		Physical Ballot	2	15000	2	15000	100	---	---	---	---	---	---
8	Appointment of M Lakshminarayan as an Independent Director	Total	45	120024367	38	119358506	99.5	7	665861	0.5	---	---	---
		Electronic	44	120009382	37	119343521	99.5	7	665861	0.5	---	---	---
		Physical Ballot	3	20355	2	15000	100	---	---	---	---	---	---
9	Appointment of Dr. Naushad D. Forbes as an Independent Director	Total	47	120029737	39	119358521	99.5	7	665861	0.5	---	---	---
		Electronic	43	120009332	38	119343522	99.5	5	665810	0.5	---	---	---
10	Appointment of Mahesh R. Chhabria as an Independent Director	Physical Ballot	3	20355	2	15000	100	---	---	---	---	---	---
		Total	46	120029687	40	119358522	99.5	5	665810	0.5	---	---	---
11	Appointment of Gauri Kirloskar as a Director	Electronic	43	120009367	41	120008592	100	2	775	0.00	---	---	---
		Physical Ballot	3	20355	2	15000	100	---	---	---	---	---	---
12	Modification in term of appointment of Mr. Nihal G. Kulkarni, Managing Director	Total	46	120029722	43	120023592	100	2	775	0.00	---	---	---
		Electronic	44	120009382	42	120008607	100	2	775	0.00	---	---	---
13	Approval of the remuneration of the Cost Auditors	Physical Ballot	3	20355	2	15000	100	---	---	---	---	---	---
		Total	47	120029737	46	120024382	100	---	---	---	---	---	---
14	Payment of commission to Non-Executive Directors	Electronic	44	120009382	41	120008557	100	3	825	0.00	---	---	---
		Physical Ballot	1	11250	1	11250	100	---	---	---	---	---	---
		Total	45	120020632	42	120019807	100	3	825	0.00	---	---	---

2 -



 MAHESH J. RISHBUD
Company Secretary
CS - 810
CP - 185

15	Substitution of Article 121 of the Articles of Association of the Company to increase the maximum number of directors to 15	Electronic	43	120009357	40	120008550	100	3	807	0.00		
		Physical Ballot	3	20355	2	15000	100	---nil---	---nil---	0.00	1	5355
	Total		46	120029712	42	120023550	100	3	807	0.00	1	5355

Note: All the resolutions have been passed by requisite majority

Mahesh J. Risbud

Company Secretary

Membership No. FCS- 810, CP-185

Place: Pune

Date: 11/08/2014

