



# KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

Enriching Lives

8 August 2014

Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> Floor, Rotunda Building,  
Dalal Street, Fort,  
Mumbai – 400 001

**Ref: Stock Code 533293**

Dear Sir/Madam,

**Subject: Outcome and Proceedings of the Annual General Meeting**

Pursuant to Clause 35A of the Listing Agreement and provisions of the Companies Act, 2013 including rules thereof, we are enclosing herewith details regarding the voting results and the Scrutinizer's report, in respect of business considered at the Annual General Meeting of Kirloskar Oil Engines Limited held on Friday, 7 August 2015 at 11.30 a.m at Hotel Le meridian, Raja Bahadur Road, Pune – 411 001.

Pursuant to Clause 31(d) of the Listing Agreement it is informed that, based on the said report of Scrutinizer, following resolutions have been approved by the members of the Company with requisite majority:

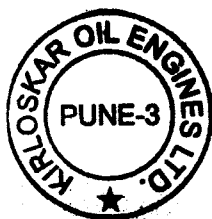
1. Audited Statement of Profit and Loss for year ended 31 March 2015, Balance Sheet as on that date and Report of Board of Directors and Auditors thereon were received, considered and adopted.
2. Declaration of final dividend at the rate of 250% for the year 2014-15 as recommended by the Board to be paid to those eligible Members whose names appear on the Company's Register of Members as at the close of business hours on 31 July 2015.
3. Re-Appointment of Gauri Kirloskar, Director retiring by rotation, as Director of the Company.
4. Appointment of M/s P.G. Bhagwat as Statutory Auditors of the Company and authority to Board to fix their remuneration.
5. Appointment of Pradeep R. Rathi as an Independent Director for a term of 5 years upto 6 August 2020.
6. Re-Appointment of Rajendra R. Deshpande as an Whole Time Director with designation as the Joint Managing Director for a term of 3 years with effect from 29 April 2015.
7. Approval of remuneration to be paid to M/s Parkhi Limaye and Co., Cost Accountants, for the conduct of cost audit of the Company for FY 2015-16.

You are requested to take the same on your record.

Thanking you.

Yours Faithfully,  
For Kirloskar Oil Engines Limited

Smita Raichurkar  
Asst. Company Secretary



Encl.: As Above.



**KIRLOSKAR OIL ENGINES LIMITED**  
A Kirloskar Group Company

Enriching Lives

8 August 2015

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

**Ref: Stock Code KIRLOSENG**

Dear Sir/Madam,

**Subject: Outcome and Proceedings of the Annual General Meeting**

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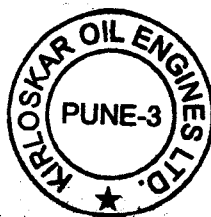
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You are requested to take the same on your record.

Thanking you.

Yours Faithfully,  
For Kirloskar Oil Engines Limited

Smita Raichurkar  
Asst. Company Secretary



Encl.: As Above.

**Details as per Clause 35A of the Listing Agreement**

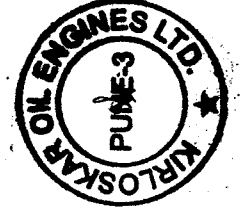
Date of Annual General Meeting	7-Aug-15
Book Closure Date	1 August 2015 to 7 August 2015 (both days inclusive)
Total Number of Shareholders on Record Date i.e. 31 July 2015	37,789
Number of Shareholders present in the Annual General Meeting in person or through Proxies:-	
- Promoters and Promoter Group	7
- Public	137
Number of Shareholders attended the Annual General Meeting through Video Conferencing:-	
- Promoters and Promoter Group	-
- Public	-

**Agenda-Wise**

The Mode of voting for all resolutions was Remote E-Voting conducted between 4 August 2015 (from 9.00 am) to 6 August 2015 (upto 5.00 pm) (both days inclusive), Physical Ballot forms sent in advance and ballot papers provided at the time of meeting.

Resolution No. 1: Adoption of Audited Financial Statements for the Financial Year ended 31 March 2015 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date i.e. 31 July 2015)	No. of votes cast	% of Votes Cast on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast (6)=[(4)/(2)] *100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	83,060,505	82,775,742	99.66	82,775,742	-	100.00	-
Public - Institutional holders	31,299,140	17,421,137	55.66	17,421,137	-	100.00	-
Public-Others	30,254,216	274,467	0.91	259,594	195	94.58	0.07
<b>Total</b>	<b>144,613,861</b>	<b>100,471,346</b>	<b>69.48</b>	<b>100,456,473</b>	<b>195</b>	<b>99.99</b>	<b>0.00</b>



Resolution No. 2: Declaration of dividend on equity shares for Financial Year ended 31 March 2015. (Ordinary Resolution)

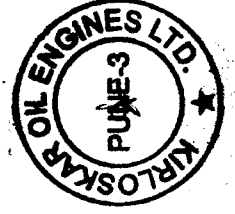
	No. of shares held (as on the cut off date i.e. 31 July 2015)	No. of votes cast	% of Votes Cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
Promoter/Public	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	83,060,505	82,775,742	99.66	82,775,742	-	100.00	-
Public – Institutional holders	31,299,140	17,421,137	55.66	17,421,137	-	100.00	-
Public-Others	30,254,216	274,782	0.91	259,954	150	94.60	0.05
<b>Total</b>	<b>144,613,861</b>	<b>100,471,661</b>	<b>69.48</b>	<b>100,456,833</b>	<b>150</b>	<b>99.99</b>	<b>0.00</b>

Resolution No. 3: Re-Appointment of Gauri Kirloskar who retires by rotation. (Ordinary Resolution)

	No. of shares held (as on the cut off date i.e. 31 July 2015)	No. of votes cast	% of Votes Cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
Promoter/Public	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	83,060,505	82,775,742	99.66	82,775,742	-	100.00	-
Public – Institutional holders	31,299,140	17,421,137	55.66	17,421,137	-	100.00	-
Public-Others	30,254,216	274,782	0.91	256,110	3994	93.20	1.45
<b>Total</b>	<b>144,613,861</b>	<b>100,471,661</b>	<b>69.48</b>	<b>100,452,989</b>	<b>3,994</b>	<b>99.98</b>	<b>0.00</b>

Resolution No. 4: Appointment of Auditors and fixing their remuneration. (Ordinary Resolution)

	No. of shares held (as on the cut off date i.e. 31 July 2015)	No. of votes cast	% of Votes Cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
Promoter/Public	(1)	(2)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	83,060,505	82,775,742	99.66	82,775,742	-	100.00	-
Public – Institutional holders	31,299,140	17,421,137	99.82	17,421,137	-	100.00	-
Public-Others	30,254,216	274,782	0.91	259,917	195	94.59	0.07
<b>Total</b>	<b>144,613,861</b>	<b>100,471,661</b>	<b>69.48</b>	<b>100,456,796</b>	<b>195</b>	<b>99.99</b>	<b>0.00</b>



Resolution No. 5: Re-Appointment of Rajendra R. Deshpande as a Whole Time Director with designation as the Joint Managing Director. (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date i.e. 31 July 2015)	No. of votes cast	% of Votes Cast on outstanding shares $(3)=\frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast $(6)=\frac{(4)}{(2)} \times 100$	% of Votes against on votes cast $(7)=\frac{(5)}{(2)} \times 100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	83,060,505	82,775,742	99.66	82,775,742	-	100.00	-
Public - Institutional holders	31,299,140	16,536,041	99.82	14,804,131	1,731,910	89.53	10.47
Public-Others	30,254,216	274,707	0.91	259,871	195	94.60	0.07
<b>Total</b>	<b>144,613,861</b>	<b>99,586,490</b>	<b>68.86</b>	<b>97,839,744</b>	<b>1,732,105</b>	<b>98.25</b>	<b>1.74</b>

Resolution No. 6: Appointment of Pradeep R. Rathi as an Independent Director. (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date i.e. 31 July 2015)	No. of votes cast	% of Votes Cast on outstanding shares $(3)=\frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast $(6)=\frac{(4)}{(2)} \times 100$	% of Votes against on votes cast $(7)=\frac{(5)}{(2)} \times 100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	83,060,505	82,775,742	99.66	82,775,742	-	100.00	-
Public - Institutional holders	31,299,140	16,536,041	99.82	16,536,041	-	100.00	0.00
Public-Others	30,254,216	274,248	0.91	249,348	210	90.92	0.08
<b>Total</b>	<b>144,613,861</b>	<b>99,586,031</b>	<b>68.86</b>	<b>99,561,131</b>	<b>210</b>	<b>99.97</b>	<b>0.00</b>

Resolution No. 7: Approval of remuneration of the Cost Auditors. (Ordinary Resolution)

Promoter/Public	No. of shares held (as on the cut off date i.e. 31 July 2015)	No. of votes cast	% of Votes Cast on outstanding shares $(3)=\frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast $(6)=\frac{(4)}{(2)} \times 100$	% of Votes against on votes cast $(7)=\frac{(5)}{(2)} \times 100$
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	83,060,505	82,775,742	99.66	82,775,742	-	100.00	-
Public - Institutional holders	31,299,140	17,421,137	99.82	17,421,137	-	100.00	-
Public-Others	30,254,216	274,782	0.91	256,417	150	93.32	0.05
<b>Total</b>	<b>144,613,861</b>	<b>100,471,661</b>	<b>69.48</b>	<b>100,453,296</b>	<b>150</b>	<b>99.98</b>	<b>0.00</b>

For KIRLOSKAR OIL ENGINES LTD.

*S.K. Patil*

**Smita Ralchurkar**  
Asst. Company Secretary

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

Company Secretaries

2, Annapurna Apartments, Model Colony  
1034 Shivajinagar, Canal Road, Pune - 411016  
Office - (020) 2565 3979  
Cell - 98220 16522

E-mail - mjrisbud@dataone.in / mjrisbud@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

Khadki, Pune.

Dear Sir,

I, M. J. Risbud, a Company Secretary in Practice, has been appointed by the Board of Directors of Kirloskar Ferrous Industries Limited (The Company) as a Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting, voting by ballot forms and Ballot forms deposited in Ballot box at the AGM, and ascertaining the requisite majority on voting carried out as per the provisions of Listing Agreement, section 108 of the Companies Act, 2013, read with rule 20 (4) (xii) 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 Friday 07<sup>th</sup> August, 2015 at Hotel Le Meridien, Raja Bahadur Mill Road, Pune- 411 001.

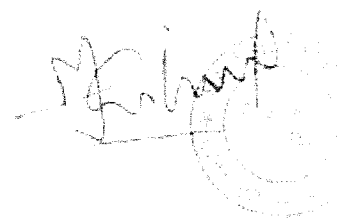
The notice dated 8<sup>th</sup> May, 2015 convening the AGM along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM to be held on 07<sup>th</sup> August, 2015.

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 voting papers received and also ballot forms deposited into the ballot box at the AGM.

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

- i. The voting through ballot forms remained open upto 5.00 p.m. on Thursday, 6<sup>th</sup> August, 2015.
- ii. The remote e-voting period remained open from Tuesday, 4<sup>th</sup> August, 2015 (9.00 A.M.) to Thursday, 6<sup>th</sup> August, 2015, (5.00 P.M.)
- iii. The members of the Company as on the "cut-off" date i.e. 31<sup>st</sup> July, 2015 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of the Company.
- iv. No ballot forms were received upto 5.00 p.m. on Thursday 6<sup>th</sup> August, 2015.
- v. After the conclusion of voting by ballot forms at the AGM, the votes cast on the resolutions by ballot forms were counted.
- vi. The report on remote e-voting as generated and downloaded from NSDL was unblocked on Friday, 7<sup>th</sup> August, 2015 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.

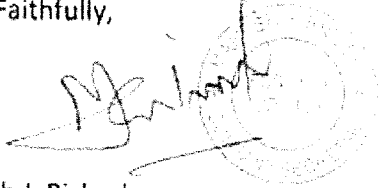


vii. The details containing *inter alia*, list of equity shareholders, who voted "for", "against" and "invalid/abstained" on each of the resolutions those were put to vote, were generated from the e-voting website of National Securities Depository Ltd i.e. <https://evoting.nsdl.com>.

viii. 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: 08/08/2015

Countersigned by

For Kirloskar Oil Engines Limited

  
Smita Raichurkar  
Asst. Company Secretary



ANNEXURE TO SCRUTINIZER'S REPORT FOR AGM DATED 7TH AUGUST 2015

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	
1	Ordinary Business Adoption of the financial statement for the year ended 31st March 2015 and also the report of the Board of Directors and the Auditors thereon	Remote E-voting	69	100,229,064	67	100,228,869	99.9998%	2	195	0.0002%	-	-	
		Ballot voting	-	-	-	-	-	-	-	-	-	-	-
		Ballot voting at AGM	93	242,282	68	227,604	93.9418%	-	-	-	-	25	14,678
		<b>Total</b>	<b>162</b>	<b>100,471,346</b>	<b>135</b>	<b>100,456,473</b>	<b>99.9852%</b>	<b>2</b>	<b>195</b>	<b>0.0002%</b>	<b>25</b>	<b>14,678</b>	<b>14,678</b>
2	Declaration of dividend for the financial year 2014-15	Remote E-voting	70	100,229,379	69	100,229,229	99.9999%	1	150	0.0001%	-	-	
		Ballot voting	-	-	-	-	-	-	-	-	-	-	
		Ballot voting at AGM	93	242,282	68	227,604	93.9418%	-	-	-	-	25	14,678
		<b>Total</b>	<b>163</b>	<b>100,471,661</b>	<b>137</b>	<b>100,456,833</b>	<b>99.9856%</b>	<b>1</b>	<b>150</b>	<b>0.0001%</b>	<b>25</b>	<b>14,678</b>	<b>14,678</b>
3	Approval to the reappointment of Gauri Kirloskar as a Director liable to retire by rotation.	Remote E-voting	70	100,229,379	66	100,225,385	99.9960%	4	3,994	0.0040%	-	-	
		Ballot voting	-	-	-	-	-	-	-	-	-	-	
		Ballot voting at AGM	93	242,282	68	227,604	93.9418%	-	-	-	-	25	14,678
		<b>Total</b>	<b>163</b>	<b>100,471,661</b>	<b>134</b>	<b>100,452,989</b>	<b>99.9817%</b>	<b>4</b>	<b>3,994</b>	<b>0.0040%</b>	<b>25</b>	<b>14,678</b>	<b>14,678</b>
4	Approval to the appointment of M/s P.G Bhagwat, Chartered Accountants as Statutory Auditors & to authorize Board of Directors to fix their remuneration	Remote E-voting	70	100,229,379	68	100,229,184	99.9998%	2	195	0.0002%	-	-	
		Ballot voting	-	-	-	-	-	-	-	-	-	-	
		Ballot voting at AGM	93	242,282	68	227,612	93.9451%	-	-	-	-	25	14,670
		<b>Total</b>	<b>163</b>	<b>100,471,661</b>	<b>136</b>	<b>100,456,796</b>	<b>99.9855%</b>	<b>2</b>	<b>195</b>	<b>0.0002%</b>	<b>25</b>	<b>14,670</b>	<b>14,670</b>

The image shows a handwritten signature in blue ink over a circular official stamp. The stamp contains the text 'SCRUTINIZER' and 'AGM DATED 7TH AUGUST 2015' around the perimeter, with a star in the center. The signature is written across the stamp.

ANNEXURE TO SCRUTINIZER'S REPORT FOR AGM DATED 7TH AUGUST 2015

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
	<b>Special Business</b>											
5	Approval of Appointment of Mr. R. R. Deshpande as WTD designated as Jt. M.D.	Remote E-voting Ballot voting Ballot voting at AGM Total	67 - 93 160	99,344,208 - 242,282 99,586,490	57 - 67 124	97,612,103 - 227,641 97,839,744	98.2565% - 93.9570% 97.3807%	10 - - 10	1,732,105 - - 1,732,105	1.7435% - - 1.7240%	- - 26 26	- - 14,641 14,641
6	Approval of appointment of Mr. Pradeep Rathi as Independent Director	Remote E-voting Ballot voting Ballot voting at AGM Total	66 - 93 159	99,343,749 - 242,282 99,586,031	64 - 67 131	99,343,539 - 217,592 99,561,131	99.9998% - 89.8094% 99.0941%	2 - - 2	210 - - 210	0.0002% - - 0.0002%	- - 26 26	- - 24,690 24,690
7	Ratification of the remuneration of Cost Auditors	Remote E-voting Ballot voting Ballot voting at AGM Total	70 - 93 163	100,229,379 - 242,282 100,471,661	69 - 65 134	100,229,229 - 224,067 100,453,296	99.9999% - 92.4819% 99.9820%	1 - - 1	150 - - 150	0.0001% - - 0.0001%	- - 28 28	- - 18,215 18,215

Signature of Scrutinizer