

**Shareholding Pattern as per Clause 35 of Listing Agreement**

**(I)(a) Statement showing Shareholding Pattern**

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Name of the Company: **Kirloskar Oil Engines Limited**

Scrip Code (BSE): **533293**

As on : **30 September 2015**

Symbol (NSE): **KIRLOSENG**

Partly paid-up shares:-	No. of party paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company
Held by Promoter/Promoter Group	Nil	Nil	Nil
Held by Public	Nil	Nil	Nil
<b>Total -D</b>			
Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the Company, assuming full conversion of the convertible securities
Held by Promoter/Promoter Group	Nil	Nil	Nil
Held by Public	Nil	Nil	Nil
<b>Total -E</b>			
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company, assuming full conversion of warrants
Held by Promoter/Promoter Group	Nil	Nil	Nil
Held by Public	Nil	Nil	Nil
<b>Total - F</b>			
<b>Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities</b>	<b>289227722 i.e. 144613861 equity shares of Rs. 2/- each</b>		

**Shareholding Pattern as per Clause 35 of Listing Agreement  
(I)(a) Statement showing Shareholding Pattern**

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Name of the Company: **Kirloskar Oil Engines Limited**  
As on : **30 September 2015**

Scrip Code (BSE): **533293**  
Symbol (NSE):**KIRLOSENG**

Category Code	Category of Shareholder	Number of Shareholders	Total No. of Shares	No. of Shares held in Demat Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
(A)	<b>Shareholding of Promoter and Promoter Group</b>							
(1)	<b>Indian</b>						NA	NA
(a)	Individuals / Hindu Undivided Family	29	7,74,77,743	7,74,77,743	53.58	53.58		
(b)	Central / State Governments	0	0	0	0.00	0.00		
(c)	Bodies Corporate	4	82,85,162	82,85,162	5.73	5.73		
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00		
(e)	Any Other (Specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (A)(1)</b>	<b>33</b>	<b>8,57,62,905</b>	<b>8,57,62,905</b>	<b>59.30</b>	<b>59.30</b>		
(2)	<b>Foreign</b>							
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0.00	NA	NA
(b)	Bodies Corporate	0	0	0	0.00	0.00		
(c)	Institutions	0	0	0	0.00	0.00		
(d)	Any Other (Specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>		
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>33</b>	<b>8,57,62,905</b>	<b>8,57,62,905</b>	<b>59.30</b>	<b>59.30</b>	<b>NA</b>	<b>NA</b>

**Statement showing Shareholding Pattern**

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Name of the Company: Kirloskar Oil Engines Limited  
As on : 30 September 2015

Scrip Code (BSE): 533293  
Symbol (NSE):KIRLOSENG

Category Code	Category of Shareholder	Number of Shareholders	Total No. of Shares	No. of Shares held in Demat Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a percentage (IX) = (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
<b>(B)</b>	<b>Public Shareholding</b>						NA	NA
<b>(1)</b>	<b>Institutions</b>						NA	NA
(a)	Mutual Funds/ UTI	13	14,68,785	14,26,598	1.02	1.02		
(b)	Financial Institutions / Banks	29	54,44,858	52,92,277	3.77	3.77		
(c)	Central / State Governments	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	3	58,39,020	58,39,020	4.04	4.04		
(f)	Foreign Institutional Investors	18	1,47,90,673	1,47,83,923	10.23	10.23		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Any Other (specify)	0	0	0	0.00	0.00		
(i)	Foreign Portfolio Investor (Corporate)	5	15,28,041	15,28,041	1.06	1.06		
	<b>Sub-Total (B)(1)</b>	<b>68</b>	<b>2,90,71,377</b>	<b>2,88,69,859</b>	<b>20.10</b>	<b>20.10</b>		
<b>(2)</b>	<b>Non Institutions</b>						NA	NA
(a)	Bodies Corporate	411	19,94,909	12,77,640	1.38	1.38		
(b)	Individuals holding nominal share capital							
	i. upto Rs. 1 Lakh	36,083	2,06,44,830	1,34,18,990	14.28	14.28		
	ii. In excess of Rs. 1 Lakh	42	62,80,443	58,39,477	4.34	4.34		
(c)	Any Other (specify):							
	Clearing Members	115	55,222	55,222	0.04	0.04		
	Foreign Company	0	0	0	0.00	0.00		
	Market Maker	0	0	0	0.00	0.00		
	Foreign Nationals	7	11,242	11,242	0.01	0.01		
	NRI (Repatriate)	190	1,62,614	1,15,717	0.11	0.11		
	NRI (Non-Repatriate)	135	2,06,309	1,51,775	0.14	0.14		
	OCB's	0	0	0	0.00	0.00		
	Hindu Undivided Family	324	4,24,010	4,24,010	0.29	0.29		
	<b>Sub-Total (B)(2)</b>	<b>37,307</b>	<b>2,97,79,579</b>	<b>2,12,94,073</b>	<b>20.59</b>	<b>20.59</b>		
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>37,375</b>	<b>5,88,50,956</b>	<b>5,01,63,932</b>	<b>40.70</b>	<b>40.70</b>	NA	NA
	<b>TOTAL (A)+(B)</b>	<b>37,408</b>	<b>14,46,13,861</b>	<b>13,59,26,837</b>	<b>100.00</b>	<b>100.00</b>	NA	NA
<b>(C)</b>	<b>Shares held by custodians and against which Depository Receipts have been issued</b>						NA	NA
1	Promoter and Promoter Group	0	0	0	0.00	0.00		
2	Public	0	0	0	0.00	0.00		
	<b>Sub- Total ( C )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
	<b>GRANT TOTAL (A)+(B)+(C)</b>	<b>37,408</b>	<b>14,46,13,861</b>	<b>13,59,26,837</b>	<b>100.00</b>	<b>100.00</b>	NA	NA

**Note:**

Hon'ble High of Judicature at Bombay vide its order dated 30 April 2015 had approved the Composite Scheme of Arrangement and Amalgamation (the Scheme) between Kirloskar Brothers Investments Limited (KBIL - Transferor Company), Pneumatic Holdings Limited (PHL - Resulting Company) and Kirloskar Oil Engines Limited (KOEL - Transferee Company) and their respective shareholders and creditors under Section 391 to 394 and other relevant Sections of the Companies Act, 1956, and relevant Section of the Companies Act, 2013, to the extent applicable. The said Scheme has been effective from 30 June 2015.

Pursuant to the said Scheme, 8,03,88,514 equity shares held by KBIL in KOEL cancelled on account of Cross holdings and same number of equity shares allotted to the shareholders of KBIL on 14 July 2015 pursuant to the said Scheme. The Company has completed necessary formalities of giving effect to the share capital. As such the details mentioned in this shareholding pattern of the Company are after considering the said changes in the share capital.

(I)(b) **Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group”**

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Name of the Company: **Kirloskar Oil Engines Limited**  
As on : **30 September 2015**

Scrip Code (BSE): **533293**  
Symbol (NSE): **KIRLOSENG**

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A) + (B) + (C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Kirloskar Industries Limited	82,10,439	5.68	0	0.00	0.00	-	-	-	-	5.68
2	Atul Chandrakant Kirloskar #	1,84,56,667	12.76	0	0.00	0.00	-	-	-	-	12.76
3	Rahul Chandrakant Kirloskar ##	1,77,32,902	12.26	0	0.00	0.00	-	-	-	-	12.26
4	Sanjay Chandrakant Kirloskar ###	46,654	0.03	0	0.00	0.00	-	-	-	-	0.03
5	Suman Chandrakant Kirloskar ####	62,648	0.04	0	0.00	0.00	-	-	-	-	0.04
6	Vikram Shreekant Kirloskar #####	1,40,655	0.10	0	0.00	0.00	-	-	-	-	0.10
7	Mrinalini Shreekant Kirloskar #####	1,01,800	0.07	0	0.00	0.00	-	-	-	-	0.07
8	Roopa Jayant Gupta	20,887	0.01	0	0.00	0.00	-	-	-	-	0.01
9	Geetanjali Vikram Kirloskar	37	0.00	0	0.00	0.00	-	-	-	-	0.00
10	Gautam Achyut Kulkarni	1,83,91,027	12.72	0	0.00	0.00	-	-	-	-	12.72
11	Neeta Achyut Kulkarni	7,206	0.00	0	0.00	0.00	-	-	-	-	0.00
12	Jyostna Gautam Kulkarni	75,72,631	5.24	0	0.00	0.00	-	-	-	-	5.24
13	Arti Atul Kirloskar	70,65,174	4.89	0	0.00	0.00	-	-	-	-	4.89
14	Nihal Gautam Kulkarni	1,59,756	0.11	0	0.00	0.00	-	-	-	-	0.11
15	Alpana Rahul Kirloskar	77,11,817	5.33	0	0.00	0.00	-	-	-	-	5.33
16	Akshay Sahni	100	0.00	0	0.00	0.00	-	-	-	-	0.00
17	Alok Kirloskar	6,262	0.00	0	0.00	0.00	-	-	-	-	0.00
18	Pratima Sanjay Kirloskar	1,520	0.00	0	0.00	0.00	-	-	-	-	0.00
19	Achyut and Neeta Holdings and Finance Pvt. Ltd.	73,203	0.05	0	0.00	0.00	-	-	-	-	0.05
20	Navsai Investments Private Limited	760	0.00	0	0.00	0.00	-	-	-	-	0.00
21	Alpak Investments Private Limited	760	0.00	0	0.00	0.00	-	-	-	-	0.00
<b>TOTAL</b>		<b>8,57,62,905</b>	<b>59.30</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>59.30</b>

**(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group”**

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Name of the Company: **Kirloskar Oil Engines Limited**  
As on : **30 September 2015**

Scrip Code (BSE): **533293**  
Symbol (NSE):**KIRLOSENG**

**(\*) The term “encumbrance” has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011**

**Note:** As on 30 September 2015, the total folios under "Promoter and Promoter Group" are 33. In the above table, folios have been clubbed wherever promoters and members of promoter group are holding shares in the capacity as individual / trustee / HUF Karta.

- # Out of these, Atul C. Kirloskar holds 18,450,592 equity shares in the individual capacity, 375 equity shares as a Trustee of C.S. Kirloskar Testamentary Trust and 5,700 equity shares as a Karta of Atul C. Kirloskar HUF.

- ## Out of these, Rahul C. Kirloskar holds 17,718,083 equity shares in the individual capacity, 9,120 equity shares as a Trustee of C.S.Kirloskar Testamentary Trust and 5,700 equity shares as a Karta of Rahul C. Kirloskar HUF.

- ### Out of these, Sanjay C. Kirloskar holds 7,945 equity shares in the individual capacity, 35,437 equity shares as a Trustee of Kirloskar Brothers Limited Employees Welfare Trust Scheme, 217 equity shares as Karta of Sanjay C.Kirloskar HUF and 3,055 equity shares as a trustee of C.S. Kirloskar Testamentary Trust.

- #### Out of these Suman C. Kirloskar holds 3054 equity shares in the individual capacity, 31,875 equity shares as Karta of C.S.Kirloskar HUF and 21,427 equity shares as a Trustee of Vijaya Durga Devi Trust and 6293 equity shares as a Trustee of C.S.Kirloskar Testamentary Trust.

- ##### Out of these Vikram S. Kirloskar holds 3,787 equity shares in the individual capacity, 1,34,208 equity shares as Trustee of Rooplekha (Life Interest) Trust and 2,660 equity shares as a Karta of Vikram S. Kirloskar HUF .

- ##### Out of these Mrinalini S. Kirloskar holds 69,926 equity shares in the individual capacity and 31,875 equity shares as Karta of Shreekant S. Kirloskar HUF.

**Following are list of entities/individuals who forms part of Promoter and Promoter Group but not holding equity shares of the Company as on 30 September 2015**

Better Value Holdings Private Limited, Kirloskar Brothers Limited, Kirloskar Pneumatic Company Limited, Kirloskar Ferrous Industries Limited, Kirloskar Systems Limited, Asara Sales & Investments Private Limited, Prakar Investments Private Limited, Sri Harihareshwara Finance & Investments Private Limited, VikramGeet Investments & Holdings Pvt. Ltd., Kirloskar Roadrailer Limited, Cees Investments and Consultants Private Limited, Kirloskar Integrated Technologies Private Limited , Kothrud Power Equipment Limited, Kirloskar Proprietary Limited, G. G. Dandekar Machine Works Limited, Mahila Udyog Limited, Kirloskar Corrocoat Private Limited, Karad Projects and Motors Limited (earlier known as Kirloskar Constructions and Engineers Limited), The Kolhapur Steel Limited, Koppal Mines & Minerals Private Limited, Kirloskar Chillers Private Limited, Kirloskar Systech Limited, GreenTek Systems (India) Private Limited , Kairi Investments LLC, VSK Holdings Private Limited, Snow Leopard Technology Ventures LLP, Kirloskar DMCC (earlier known as Kirloskar JLT), Snow Leopard Momentum LLP, Kloudworks Consulting Services Limited, Lakeland Universal Limited, BVI, Joburg Industrial Trading (SA)(PTY) Limited, Takshasila Hospital Operating Private Limited, Pneumatic Holdings Limited, CARiQ Technologies Private Limited, Good Brands for a healthy Life Private Limited, Expert Quality Cloud Information Technology Private Limited, Gauri Kirloskar, Chris Kolenaty, Pia Chris Kolenaty, Aditi A. Kirloskar, Rama S. Kirloskar, Alika R. Kirloskar, Aman R. Kirloskar, Shruti N. Kulkarni, Ambar G. Kulkarni, Komal A. Kulkarni, Gargi N. Kulkarni, Talan A. Kulkarni, Anika N. Kulkarni and Manasi V. Kirloskar.

**(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Public” and holding more than 1% of the total number of shares**

Name of the Company: **Kirloskar Oil Engines Limited**  
As on : **30 September 2015**

Scrip Code (BSE): **533293**  
Symbol (NSE):**KIRLOSENG**

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Nalanda India Fund Limited	1,08,96,124	7.53	-	-	-	-	7.53
2	The New India Assurance Company Limited	35,46,180	2.45	-	-	-	-	2.45
3	General Insurance Corporation of India	31,98,832	2.21	-	-	-	-	2.21
4	Nalanda India Equity Fund Limited	30,13,690	2.08	-	-	-	-	2.08
5	The Oriental Insurance Company Limited	20,18,834	1.40	-	-	-	-	1.40
6	Life Insurance Corporation of India	19,82,964	1.37	-	-	-	-	1.37
<b>TOTAL</b>		<b>2,46,56,624</b>	<b>17.05</b>	-	-	-	-	<b>17.05</b>

**(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category “Public” and holding more than 5% of the total number of shares of the company**

Name of the Company: **Kirloskar Oil Engines Limited**  
As on : **30 September 2015**

Scrip Code (BSE): **533293**  
Symbol (NSE):**KIRLOSENG**

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Nalanda India Fund Limited	1,08,96,124	7.53	-	-	-	-	7.53
<b>TOTAL</b>		<b>1,08,96,124</b>	<b>7.53</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7.53</b>

(I)(d) **Statement showing details of locked-in shares**

Name of the Company: **Kirloskar Oil Engines Limited**  
As on : **30 September 2015**

Scrp Code (BSE): **533293**  
Symbol (NSE):**KIRLOSENG**

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Promoter / Promoter Group / Public
	NIL			



**(II)(a) Statement showing details of Depository Receipts (DRs)**

Name of the Company: **Kirloskar Oil Engines Limited**  
As on : **30 September 2015**

Scrip Code (BSE): **533293**  
Symbol (NSE):**KIRLOSENG**

<b>Sr. No.</b>	<b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b>	<b>Number of outstanding DRs</b>	<b>Number of shares underlying outstanding DRs</b>	<b>Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}</b>
	NIL	-	-	-
	<b>TOTAL</b>	-	-	-

**(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares**

Name of the Company: **Kirloskar Oil Engines Limited**  
As on : **30 September 2015**

Scrip Code (BSE): **533293**  
Symbol (NSE):**KIRLOSENG**

<b>Sr. No.</b>	<b>Name of the DR Holder</b>	<b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b>	<b>Number of shares underlying outstanding DRs</b>	<b>Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}</b>
	NIL	-	-	-
	<b>TOTAL</b>	-	-	-

## (III)(a) Statement showing the voting pattern of shareholders, if more than one class of share/securities is issued by the issuer - NA

Class X:

Class Y:

Class Z:

Name of the Company: Kirloskar Oil Engines Limited  
As on : 30 September 2015Scrip Code (BSE): 533293  
Symbol (NSE): KIRLOSENG

Category Code	Category of Shareholder	Number of Voting Rights held in each class of securities			Total voting rights (III+IV+V)	Total voting rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a % of (A+B)	As a % (A+B+C)
(I)	(II)				(VI)	(VII)	(VIII)
(A)	<b>Promoter and Promoter Group</b>						
(1)	<b>Indian</b>						
(a)	Individuals / Hindu Undivided Family						
(b)	Central / State Governments						
(c)	Bodies Corporate						
(d)	Financial Institutions / Banks						
(e)	Any Other						
	<b>Sub-Total (A)(1)</b>						
(2)	<b>Foreign</b>						
(a)	Individuals (NRIs/Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other						
	<b>Sub-Total (A)(2)</b>						
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>						
(B)	<b>Public Shareholding</b>						
(1)	<b>Institutions</b>						
(a)	Mutual Funds/ UTI						
(b)	Financial Institutions / Banks						
(c)	Central / State Governments						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other						
	<b>Sub-Total (B)(1)</b>						
(2)	<b>Non Institutions</b>						
(a)	Bodies Corporate						
(b)	Individuals holding nominal share capital						
	i. upto Rs. 1 Lakh						
	ii. In excess of Rs. 1 Lakh						
(c)	Any Other:						
	Clearing Members						
	Foreign Company						
	Market Maker						
	Foreign Nationals						
	NRI (Repatriate)						
	NRI (Non-Repatriate)						
	OCB's						
	<b>Sub-Total (B)(2)</b>						
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>						
	<b>TOTAL (A)+(B)</b>						
(C)	<b>Shares held by custodians and against which Depository Receipts have been issued</b>						
	<b>GRAND TOTAL (A)+(B)+(C)</b>						