



Enriching Lives

KIRLOSKAR OIL ENGINES LIMITED

A Kirloskar Group Company

17 February 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,

This is to inform you that the Public Shareholders of Kirloskar Oil Engines Limited have, by way of Postal Ballot and E-voting with requisite majority, approved the Composite Scheme of Arrangement and Amalgamation (hereinafter referred as 'the Scheme') proposed between Kirloskar Brothers Investments Limited (KBIL), the Demerged / Transferor Company, Pneumatic Holdings Limited (PHL), the Resulting Company and Kirloskar Oil Engines Limited (KOEL), the Transferee Company.

Mr. Mahesh Athavale, Practicing Company Secretary who was appointed as Scrutinizer for the Postal Ballot process, has submitted his report to the Chairman of the Company on 16 February 2015.

On the basis of report received from Scrutinizer, Mr. Atul C. Kirloskar, Executive Chairman of the Company on 17 February 2015, declared that the ordinary resolution for the Scheme passed through Postal Ballot with requisite majority of public shareholders voting in favour of the resolution.

Please find enclosed herewith following:

1. A certified copy of the resolution as per Clause 31 of the listing agreement.
2. Details of Postal Ballot results as per Clause 35A of the Listing agreement along with Scrutinizers' report.

The copy of Scrutinizers' report will be available on the website of the Company.

You are kindly requested to take the same on record.

Thanking you,

Yours Faithfully,
For Kirloskar Oil Engines Limited

Smita Raichurkar
Asst. Company Secretary

Encl.: As above.



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CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED BY THE PUBLIC SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT ON 17 FEBRUARY 2015 AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY

Approval for the Composite Scheme of Arrangement and Amalgamation between Kirloskar Brothers Investments Limited and Pneumatic Holdings Limited and Kirloskar Oil Engines Limited and their respective shareholders and creditors.

To consider and if thought fit to pass, with or without modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 391 to 394 read with section 100 to 105 and other applicable provisions of the Companies Act, 1956, and the Companies Act, 2013, if any and subject to the approval of the Hon'ble High Court of Judicature at Bombay, the Composite Scheme of Arrangement and Amalgamation ("the Scheme") between Kirloskar Brothers Investments Limited (Transferor / Demerged Company), Pneumatic Holdings Limited (Resulting Company) and Kirloskar Oil Engines Limited (Transferee Company) and their respective shareholders and creditors, as circulated along with the notice of the meeting, be and is hereby approved including any such modifications which may be required, imposed or ordered by the Hon'ble High Court of Judicature at Bombay or by the shareholders and creditors or by Regional Director or by any authorities under any law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in implementing the Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deem to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under above resolution be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the Scheme, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the Scheme or to carry out such modifications/ directions as may be ordered by the Hon'ble High Court of Judicature at Bombay or any other authority under any law to implement the Scheme."

Certified to be True.

For Kirloskar Oil Engines Limited

Smita Raichurkar
Asst. Company Secretary



Date: 17 February 2015

Place: Pune



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Details as per Clause 35A of the Listing Agreement

Date of AGM/EGM	
Total Number of Shareholders on Record Date (i.e. 2 January 2015 – Cut off Date for E-Voting Purpose):-	NA
Number of Shareholders present in the Meeting in person or through Proxies:- - Promoters and Promoter Group - Public	27,010
Number of Shareholders attended the Meeting through Video Conferencing:- - Promoters and Promoter Group - Public	NA
	NA

Details of Agenda:

Approval of Public shareholders by voting through Postal Ballot and E-voting for approval to the Composite Scheme of Arrangement and Amalgamation (hereinafter referred as 'the Scheme') proposed between Kirloskar Brothers Investments Limited (KBIL), the Demerged / Transferor Company, Pneumatic Holdings Limited (PHL), the Resulting Company and Kirloskar Oil Engines Limited (KOEL), the Transferee Company.

Resolution Required: Ordinary Resolution *

Mode of Voting: Postal Ballot / E-voting

Promoter/Pub ic	No. of shares held (as on the cutoff date i.e. 2 January 2015)	No. of votes cast \$	% of Votes Cast on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	10,51,61,996	-	-	-	-	-	-
Public – Institutional holders	2,51,13,543	1,52,86,602	60.87	1,52,86,602	0	100	0
Public-Others	1,43,38,322	7,49,269	5.23	7,34,395	14,874	98.01	1.99
Total	14,46,13,861	1,60,35,871	11.09	1,60,20,997	14,874	99.91	0.09

\$ excludes invalid votes

* Votes cast by the public shareholders in favour of the resolution are more than number of votes cast against it in accordance with circulars bearing no. CIR/CFD/DIL/5/2013 dated 4 February 2013, read with CIR/CFD/DIL/8/2013 dated 21 May 2013 issued by Securities Exchange Board of India.

For KIRLOSKAR OIL ENGINES LTD.

S. A. Raichurkar
Smita Raichurkar
Asst. Company Secretary

SCRUTINIZER'S CONSOLIDATED REPORT

To
The Chairman,
Kirloskar Oil Engines Limited,
Laxmanrao Kirloskar Road, Khadki,
Pune - 411003

Dear Sir,

I, CS Mahesh Athavale, Partner of M/s KANJ & Associates, Pune was appointed as Scrutinizer for the postal ballot voting process conducted for obtaining approval for the Composite Scheme of Arrangement and Amalgamation of Kirloskar Brothers Investments Limited (Transferor / Demerged Company) and Pneumatic Holdings Limited (Resulting Company) and Kirloskar Oil Engines Limited (Transferee Company) and their respective shareholders and creditors.

I report as under:

1. The Postal ballot process through e-Voting as well as in physical form was conducted in respect of the resolution, as per Section 108 and Section 110 of the Companies Act, 2013 between 15th January, 2015 to 13th February, 2015.
2. After the time fixed for closing of the e-Voting and Postal Ballot process, i.e. at 6.00 PM on 13th February, 2015, a final electronic report of the e-Voting process was generated by accessing the data available on the website of National Securities Depository Limited (NSDL), i.e. "<https://www.evoting.nsdl.com>". The final report was tabulated and the data regarding the final e-Votes was diligently scrutinized and reconciled with the data available on the above mentioned website.
3. During the postal ballot period the ballot box kept for polling was locked in my presence with due identification marks placed by me. Subsequently, after the closing of the poll, the locked ballot box was opened in my presence and poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company.
4. The cumulative result of the Postal ballot process is as under:

h/m



a) Ordinary resolution- Item No. 1 passed with requisite majority

Approval for the Composite Scheme of Arrangement and Amalgamation of Kirloskar Brothers Investments Limited (Transferor / Demerged Company) and Pneumatic Holdings Limited (Resulting Company) and Kirloskar Oil Engines Limited (Transferee Company) and their respective shareholders and creditors.

"RESOLVED THAT pursuant to the provisions of section 391 to 394 read with section 100 to 105 and other applicable provisions of the Companies Act, 1956, and the Companies Act, 2013, if any and subject to the approval of the Hon'ble High Court of Judicature at Bombay, the Composite Scheme of Arrangement and Amalgamation ("the Scheme") between Kirloskar Brothers Investments Limited (Transferor / Demerged Company), Pneumatic Holdings Limited (Resulting Company) and Kirloskar Oil Engines Limited (Transferee Company) and their respective shareholders and creditors, as circulated along with the notice of the meeting, be and is hereby approved including any such modifications which may be required, imposed or ordered by the Hon'ble High Court of Judicature at Bombay or by the shareholders and creditors or by Regional Director or by any authorities under any law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in implementing the Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deem to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under above resolution be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the Scheme, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the Scheme or to carry out such modifications/ directions as may be ordered by the Hon'ble High Court of Judicature at Bombay or any other authority under any law to implement the Scheme."

• E-Voting process:

(I) Voted in favour of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
114	1,53,09,493	99.97%



(II) Voted against the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
8	3521	0.03%

(III) Abstained from Voting:

Number of members who abstained from Voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

• Physical Ballot Papers :

(I) Voted in favour of the resolution:

Number of Ballot Papers received	Number of votes cast	% of total number of valid votes cast
628	7,11,504	98.43%

(II) Voted against the resolution:

Number of Ballot Papers received	Number of votes cast	% of total number of valid votes cast
18	11,353	1.57%

(III) Invalid votes:

Number of Ballot Papers received	Total number of votes cast
95	52,354

Total:

	Voted in favour	Voted against	Invalid
Total Votes	1,60,20,997	14,874	52,354
% of Total number	99.58 %	0.09 %	0.33%

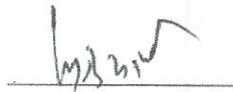
Note: The figures in percentage have been calculated and rounded off.



5. A Compact Disc (CD) containing details of the voting of the resolution for the Postal Ballot process and ballot papers has been handed over to the Company Secretary of the Company.
6. There are no votes cast by the Promoter and Promoter Group of the Company on this resolution. Further, votes cast by the public shareholders in favour of the resolution are more than number of votes cast against it.

Thanking You,

Yours faithfully,





Mahesh Athavale,

Partner

KANJ & Associates,

Company Secretaries, Pune

FCS - 2142, CP No.1488

Place: Pune

Date: 16.02.2015