



**KEC INTERNATIONAL LTD.**  
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August 08, 2025

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Symbol: KEC**

**Scrip Code: 532714**

**Sub.: Disclosure under Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Summary of Proceedings and details of Voting Results & Scrutinizer's Report of the Twentieth Annual General Meeting of the Company**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we enclose herewith the summary of proceedings of the Twentieth Annual General Meeting ("AGM") of the Company held today, on Friday, August 08, 2025, at 2:00 p.m. as **Annexure A**.

Further, pursuant to Regulation 44(3) of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we have enclosed herewith the details regarding the Voting Results of the businesses transacted at the AGM in the prescribed format along with the Consolidated Report of the Scrutinizer dated August 08, 2025, on the remote e-voting and e-voting at the AGM, as **Annexure B** and **Annexure C**, respectively. All the resolutions at the AGM were approved by the members with the requisite majority.

The above information will be uploaded on the website of the Company i.e. [www.kecrpg.com](http://www.kecrpg.com) and on the website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the same on records.

Thanking you,  
**For KEC International Limited**

**Suraj Eksambekar**  
**Company Secretary and Compliance Officer**

Encl: as above



**Proceedings of the AGM**

The Twentieth Annual General Meeting (“AGM”/“Meeting”) of KEC International Limited (“Company”), was held on Friday, August 08, 2025, at 02:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

Mr. Harsh. V. Goenka, Chairman of the Company, chaired the Meeting. The Meeting was attended by 55 Members through VC / OAVM facility provided through WebEx and Webcast facility of National Securities Depository Limited (“NSDL”). After ascertaining that the requisite quorum was present, the Chairman called the Meeting to order at 02:00 p.m. and welcomed the Members to the AGM.

The Chairman informed the Members, that the Twentieth AGM of the Company was convened through VC / OAVM, in accordance with various circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman then introduced the Members of the Board who were attending the Meeting as mentioned hereunder:

1. Mr. Vimal Kejriwal, Managing Director & CEO
2. Mr. Arvind Singh, Independent Director and Chairman of the Stakeholders’ Relationship Committee
3. Mr. M. S. Unnikrishnan, Independent Director and Chairman of the Nomination and Remuneration Committee
4. Ms. Neera Saggi, Independent Director
5. Dr. Shirish Sankhe, Independent Director
6. Mr. Vimal Bhandari, Independent Director and Chairman of the Audit Committee
7. Mr. Vikram Gandhi, Independent Director
8. Mr. Vinayak Chatterjee, Non- Executive Director

He further informed that the representatives of Statutory Auditors viz., Price Waterhouse Chartered Accountants LLP and Secretarial Auditors viz., Parikh Parekh & Associates, were also attending the Meeting.

The Chairman also informed the Members that there was no proxy facility available for the Meeting, as it was dispensed with by MCA and SEBI, while other statutory registers were available for inspection electronically.

The Chairman informed that the Notice of the Meeting was already sent to the Members in accordance with the circulars issued by the MCA and SEBI and therefore was taken as read. He mentioned that the Auditors’ Report, as well as Secretarial Auditors’ Report, did not contain any qualification, observation or adverse comment, hence, it was not required to read these Reports at the Meeting.

The Chairman addressed the Members highlighting *inter alia* the financial performance of the Company for the financial year 2024-25, the performance of various businesses and order book position.



Mr. Suraj Eksambekar, Company Secretary of the Company, informed the Members that the Company had provided the facility of 'remote e-voting' for voting on the resolutions contained in the Notice calling the AGM. He also informed that the facility to vote at the Meeting through the e-voting platform of NSDL has been provided to those Members who did not exercise their vote through remote e-voting. He further informed that Mr. P.N. Parikh of M/s. Parikh Parekh & Associates, Company Secretaries, was appointed as the Scrutinizer for remote e-voting as well as e-voting at the AGM and who would hand over the combined report on voting within two working days of the conclusion of the AGM.

The Chairman then invited the Member(s) who had registered themselves as Speaker(s) in advance by sending request from their registered e-mail ID to express their views/ask questions at the AGM. The Chairman then replied to the queries raised at the AGM by the Member(s).

The Chairman thanked the Members for attending the Meeting and declared the Meeting as concluded and informed that those Members who have not voted through remote e-voting may cast their votes during the next 15 minutes and authorized the Company Secretary of the Company to receive the voting results and intimate the same to the stock exchanges.

Items of business as mentioned in the Notice convening the AGM, which were put to vote through remote e-voting and voting at the AGM:

| Sr. No. | Businesses conducted at the AGM   | Type of Resolution |
|---------|---|--------------------|
| 1       | a) Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.<br>b) Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2025, together with the Report of the Auditors thereon | Ordinary           |
| 2       | Declaration of Dividend on Equity Shares at the rate of Rs. 5.50 (Five Rupees Fifty Paise Only) per Equity Share for the financial year ended March 31, 2025  | Ordinary           |
| 3       | Re-appointment of Mr. Vinayak Chatterjee (DIN: 00008933), as Director, liable to retire by rotation   | Ordinary           |
| 4       | Appointment of M/s. Parikh Parekh & Associates, Company Secretaries, as the Secretarial Auditors of the Company   | Ordinary           |
| 5       | Ratification of remuneration to Cost Auditor  | Ordinary           |
| 6       | Approval for Material Related Party Transactions with Al Sharif Group & KEC Limited Company, a Subsidiary of the Company  | Ordinary           |
| 7       | Approval for payment of Commission to Mr. Harsh V. Goenka, Non-Executive Chairman   | Special            |
| 8       | Enhancement of borrowing limits of the Company  | Special            |
| 9       | Authority for creation of mortgage and/or charge on properties of the Company   | Special            |

All the resolutions at the AGM were passed with the requisite majority. The AGM concluded at 2:30 p.m. (IST), including the time allowed for e-voting at the AGM.



## KEC International Limited

Details regarding the voting results of the businesses transacted at the AGM  
in terms of Regulation 44 of the SEBI Listing Regulations

|   |  |
|---|--|
| <b>Date of Annual General Meeting</b>   | Friday, August 08, 2025  |
| <b>Total number of shareholders as on record date</b>                               | 1,80,454<br>(As on Cut-off date for voting purpose i.e. August 01, 2025) |
| <b>No. of shareholders present in the meeting either in person or through proxy</b> |  |
| - Promoter and Promoter Group   | Not Applicable   |
| - Public  | Not Applicable   |
| <b>No. of shareholders attended the meeting through video conferencing</b>          |  |
| - Promoter and Promoter Group   | 23   |
| - Public  | 32   |

## KEC International Limited

| <b>Resolution Required :Ordinary</b>   |                |                    | <b>1 - (a)Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.</b><br><b>(b) Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.</b> |   |                          |                       |                                      |                                    |
|--|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> |                |                    | <b>No</b>   |   |                          |                       |                                      |                                    |
| Category   | Mode of Voting | No. of shares held | No. of votes polled   | % 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       | 133369101          | 133369101   | 100.0000                                | 133369101                | 0                     | 100.0000                             | 0.0000                             |
|  | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|  | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|  | <b>Total</b>   |                    | <b>133369101</b>  | <b>100.0000</b>                         | <b>133369101</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions  | E-Voting       | 101983030          | 90319955  | 88.5637                                 | 90319955                 | 0                     | 100.0000                             | 0.0000                             |
|  | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|  | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|  | <b>Total</b>   |                    | <b>90319955</b>   | <b>88.5637</b>                          | <b>90319955</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions  | E-Voting       | 30847869           | 49111   | 0.1592                                  | 43507                    | 5604                  | 88.5891                              | 11.4109                            |
|  | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|  | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|  | <b>Total</b>   |                    | <b>49111</b>  | <b>0.1592</b>                           | <b>43507</b>             | <b>5604</b>           | <b>88.5891</b>                       | <b>11.4109</b>                     |
| <b>Total</b>   |                | <b>266200000</b>   | <b>223738167</b>  | <b>84.0489</b>                          | <b>223732563</b>         | <b>5604</b>           | <b>99.9975</b>                       | <b>0.0025</b>                      |

## KEC International Limited

| Resolution Required :Ordinary   |                |                    | 2 - Declaration of Dividend on Equity Shares at the rate of Rs. 5.50 (Five Rupees Fifty Paise Only) per Equity Share for the financial year ended March 31, 2025. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 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       | 133369101          | 133369101   | 100.0000                                | 133369101                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>133369101</b>  | <b>100.0000</b>                         | <b>133369101</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 101983030          | 92692137  | 90.8898                                 | 92692137                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>92692137</b>   | <b>90.8898</b>                          | <b>92692137</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 30847869           | 49201   | 0.1595                                  | 43408                    | 5793                  | 88.2258                              | 11.7742                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>49201</b>  | <b>0.1595</b>                           | <b>43408</b>             | <b>5793</b>           | <b>88.2258</b>                       | <b>11.7742</b>                     |
| <b>Total</b>  |                | <b>266200000</b>   | <b>226110439</b>  | <b>84.9401</b>                          | <b>226104646</b>         | <b>5793</b>           | <b>99.9974</b>                       | <b>0.0026</b>                      |

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| Resolution Required :Ordinary   |                |                    | 3 - Re-appointment of Mr. Vinayak Chatterjee (DIN: 00008933) as a Director, liable to retire by rotation |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 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       | 133369101          | 133369101  | 100.0000                                | 133369101                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>133369101</b>   | <b>100.0000</b>                         | <b>133369101</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 101983030          | 92692137   | 90.8898                                 | 92341827                 | 350310                | 99.6221                              | 0.3779                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>92692137</b>  | <b>90.8898</b>                          | <b>92341827</b>          | <b>350310</b>         | <b>99.6221</b>                       | <b>0.3779</b>                      |
| Public Non Institutions   | E-Voting       | 30847869           | 49079  | 0.1591                                  | 41768                    | 7311                  | 85.1036                              | 14.8964                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>49079</b>   | <b>0.1591</b>                           | <b>41768</b>             | <b>7311</b>           | <b>85.1036</b>                       | <b>14.8964</b>                     |
| <b>Total</b>  |                | <b>266200000</b>   | <b>226110317</b>   | <b>84.9400</b>                          | <b>225752696</b>         | <b>357621</b>         | <b>99.8418</b>                       | <b>0.1582</b>                      |

## KEC International Limited

| Resolution Required :Ordinary   |                |                    | 4 - Appointment of M/s. Parikh Parekh & Associates, Company Secretaries, as the Secretarial Auditors of the Company |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 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       | 133369101          | 133369101   | 100.0000                                | 133369101                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>133369101</b>  | <b>100.0000</b>                         | <b>133369101</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 101983030          | 92688394  | 90.8861                                 | 92688394                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>92688394</b>   | <b>90.8861</b>                          | <b>92688394</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 30847869           | 49091   | 0.1591                                  | 42268                    | 6823                  | 86.1013                              | 13.8987                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>49091</b>  | <b>0.1591</b>                           | <b>42268</b>             | <b>6823</b>           | <b>86.1013</b>                       | <b>13.8987</b>                     |
| <b>Total</b>  |                | <b>266200000</b>   | <b>226106586</b>  | <b>84.9386</b>                          | <b>226099763</b>         | <b>6823</b>           | <b>99.9970</b>                       | <b>0.0030</b>                      |

## KEC International Limited

| Resolution Required :Ordinary   |                |                    | 5 - Ratification of Remuneration to the Cost Auditor |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 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       | 133369101          | 133369101  | 100.0000                                | 133369101                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>133369101</b>                                     | <b>100.0000</b>                         | <b>133369101</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 101983030          | 92692137   | 90.8898                                 | 92692137                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>92692137</b>                                      | <b>90.8898</b>                          | <b>92692137</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 30847869           | 48025  | 0.1557                                  | 40974                    | 7051                  | 85.3181                              | 14.6819                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>48025</b>   | <b>0.1557</b>                           | <b>40974</b>             | <b>7051</b>           | <b>85.3181</b>                       | <b>14.6819</b>                     |
| <b>Total</b>  |                | <b>266200000</b>   | <b>226109263</b>                                     | <b>84.9396</b>                          | <b>226102212</b>         | <b>7051</b>           | <b>99.9969</b>                       | <b>0.0031</b>                      |

## KEC International Limited

| Resolution Required :Ordinary   |                |                    | 6 - Approval for Material Related Party Transactions with Al Sharif Group & KEC Limited Company, a Subsidiary of the Company |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 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       | 133369101          | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 101983030          | 92681158   | 90.8790                                 | 66987103                 | 25694055              | 72.2769                              | 27.7231                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>92681158</b>  | <b>90.8790</b>                          | <b>66987103</b>          | <b>25694055</b>       | <b>72.2769</b>                       | <b>27.7231</b>                     |
| Public Non Institutions   | E-Voting       | 30847869           | 47175  | 0.1529                                  | 40095                    | 7080                  | 84.9921                              | 15.0079                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>47175</b>   | <b>0.1529</b>                           | <b>40095</b>             | <b>7080</b>           | <b>84.9921</b>                       | <b>15.0079</b>                     |
| <b>Total</b>  |                | <b>266200000</b>   | <b>92728333</b>  | <b>34.8341</b>                          | <b>67027198</b>          | <b>25701135</b>       | <b>72.2834</b>                       | <b>27.7166</b>                     |

## KEC International Limited

| Resolution Required :Special  |                |                    | 7 - Approval for payment of Commission to Mr. Harsh V. Goenka, Non-Executive Chairman |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 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       | 133369101          | 133369101   | 100.0000                                | 133369101                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>133369101</b>  | <b>100.0000</b>                         | <b>133369101</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 101983030          | 92681158  | 90.8790                                 | 76587596                 | 16093562              | 82.6356                              | 17.3644                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>92681158</b>   | <b>90.8790</b>                          | <b>76587596</b>          | <b>16093562</b>       | <b>82.6356</b>                       | <b>17.3644</b>                     |
| Public Non Institutions   | E-Voting       | 30847869           | 48050   | 0.1558                                  | 40285                    | 7765                  | 83.8398                              | 16.1602                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>48050</b>  | <b>0.1558</b>                           | <b>40285</b>             | <b>7765</b>           | <b>83.8398</b>                       | <b>16.1602</b>                     |
| <b>Total</b>  |                | <b>266200000</b>   | <b>226098309</b>  | <b>84.9355</b>                          | <b>209996982</b>         | <b>16101327</b>       | <b>92.8786</b>                       | <b>7.1214</b>                      |

## KEC International Limited

| Resolution Required :Special  |                |                    | 8 - Enhancement of borrowing limits of the Company |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 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       | 133369101          | 133369101  | 100.0000                                | 133369101                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>133369101</b>                                   | <b>100.0000</b>                         | <b>133369101</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 101983030          | 92692137   | 90.8898                                 | 92131625                 | 560512                | 99.3953                              | 0.6047                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>92692137</b>                                    | <b>90.8898</b>                          | <b>92131625</b>          | <b>560512</b>         | <b>99.3953</b>                       | <b>0.6047</b>                      |
| Public Non Institutions   | E-Voting       | 30847869           | 47990  | 0.1556                                  | 40787                    | 7203                  | 84.9906                              | 15.0094                            |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>47990</b>                                       | <b>0.1556</b>                           | <b>40787</b>             | <b>7203</b>           | <b>84.9906</b>                       | <b>15.0094</b>                     |
| <b>Total</b>  |                | <b>266200000</b>   | <b>226109228</b>                                   | <b>84.9396</b>                          | <b>225541513</b>         | <b>567715</b>         | <b>99.7489</b>                       | <b>0.2511</b>                      |

## KEC International Limited

| Resolution Required :Special  |                |                    | 9 - Authority for creation of mortgage and/or charge on properties of the Company |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 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       | 133369101          | 133369101   | 100.0000                                | 133369101                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>133369101</b>  | <b>100.0000</b>                         | <b>133369101</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 101983030          | 92692137  | 90.8898                                 | 92131625                 | 560512                | 99.3953                              | 0.6047                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>92692137</b>   | <b>90.8898</b>                          | <b>92131625</b>          | <b>560512</b>         | <b>99.3953</b>                       | <b>0.6047</b>                      |
| Public Non Institutions   | E-Voting       | 30847869           | 47967   | 0.1555                                  | 40710                    | 7257                  | 84.8708                              | 15.1292                            |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>47967</b>  | <b>0.1555</b>                           | <b>40710</b>             | <b>7257</b>           | <b>84.8708</b>                       | <b>15.1292</b>                     |
| <b>Total</b>  |                | <b>266200000</b>   | <b>226109205</b>  | <b>84.9396</b>                          | <b>225541436</b>         | <b>567769</b>         | <b>99.7489</b>                       | <b>0.2511</b>                      |



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Office: 111, 11th floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (West), Mumbai-400 053.  
Tel.: 26301232 / 26301233 Email: cs@parikhassociates.com Website: www.parikhassociates.com Firm Unique Code: P1987MH010000

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To,  
Mr. Harsh Goenka  
Chairman  
KEC International Limited  
RPG House, 463,  
Dr. Annie Besant Road,  
Worli, Mumbai – 400 030

Dear Sir,

**Sub: Consolidated Scrutinizer’s Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the Twentieth Annual General Meeting of KEC International Limited held on Friday, August 08, 2025 at 02:00 p.m. (IST) through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’).**

I, P. N. Parikh, of Parikh Parekh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of KEC International Limited pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the e-voting process (i.e. both remote e-voting and e-voting at the AGM) in respect of the below mentioned resolutions proposed at the Twentieth Annual General Meeting (“AGM”) of KEC International Limited on Friday, August 08, 2025 at 02:00 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated May 26, 2025, convening the AGM and Integrated Annual Report for FY 2024-25, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)/Depositories, in compliance with the General Circular dated September 19, 2024, issued by the Ministry of Corporate Affairs, read with circulars issued earlier on the subject (collectively referred to as ‘MCA Circulars’) and Securities and Exchange Board of India (‘SEBI’) Circular dated October 03, 2024, read with circulars issued earlier on the subject (collectively referred to as ‘SEBI Circulars’).

The Company had availed the e-voting facility offered by National Securities Depository Limited (‘NSDL’) for conducting e-voting by the Shareholders of the Company.

The Notice and Integrated Annual Report for FY 2024-25 was also uploaded on the Company’s website at [www.kecrpg.com](http://www.kecrpg.com), websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.

The voting period for remote e-voting commenced on Tuesday, August 05, 2025 (09:00 a.m. IST) and ended on Thursday, August 07, 2025, (05:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the Shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the “cut-off” date i.e. Friday, August 01, 2025 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the entire e-voting process for the AGM and votes cast therein based on the data downloaded from the NSDL’s e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, MCA Circulars and SEBI Circulars relating to e-voting on the resolutions contained in the notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I would like to mention that the voting rights of the Members were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 01, 2025 and as per the Register of Members of the Company.

Further as regards Shareholders who have split their votes “assent” as well as “dissent”, while their votes are taken as cast, they have been counted only once for the purpose of number of members under the head “assent”.

I now submit my Consolidated Report on the result of the e-voting in respect of the said resolutions, as under:

**Resolution 1: Ordinary Resolution**

To receive, consider and adopt:

- a) **The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and**
- b) **The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 617                     | 22,37,32,563                       | 100.00<br>(Rounded off)               |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 11                      | 5,604                              | 0.00                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL   | NIL                                  |

**Resolution 2: Ordinary Resolution**

**To declare a Dividend on Equity Shares at the rate of ₹ 5.50 (Five Rupees Fifty Paise Only) per Equity Share for the financial year ended March 31, 2025.**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 619                     | 22,61,04,646                       | 100.00<br>(Rounded off)               |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 11                      | 5,793                              | 0.00                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL   | NIL                                  |

**Resolution 3: Ordinary Resolution**

**To appoint a Director in place of Mr. Vinayak Chatterjee (DIN: 00008933), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 598                     | 22,57,52,696                       | 99.84                                 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 28                      | 3,57,621                           | 0.16                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL   | NIL                                  |

**Resolution 4: Ordinary Resolution****Appointment of M/s. Parikh Parekh & Associates, Company Secretaries, as the Secretarial Auditors of the Company.**(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 608                     | 22,60,99,763                       | 100.00<br>(Rounded off)               |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 19                      | 6,823                              | 0.00                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL   | NIL                                  |

**Resolution 5: Ordinary Resolution****Ratification of remuneration to Cost Auditor.**(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 606                     | 22,61,02,212                       | 100.00<br>(Rounded off)               |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 19                      | 7,051                              | 0.00                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL   | NIL                                  |

**Resolution 6: Ordinary Resolution****Approval for Material Related Party Transactions with Al Sharif Group & KEC Limited Company, a Subsidiary of the Company.**(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 450                     | 6,70,27,198                        | 72.28                                 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 151                     | 2,57,01,135                        | 27.72                                 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL   | NIL                                  |

**Resolution 7: Special Resolution****Approval for payment of Commission to Mr. Harsh V. Goenka, Non-Executive Chairman.**(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 472                     | 20,99,96,982                       | 92.88                                 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 154                     | 1,61,01,327                        | 7.12                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL   | NIL                                  |

**Resolution 8: Special Resolution****Enhancement of borrowing limits of the Company.**(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 595                     | 22,55,41,513                       | 99.75                                 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 30                      | 5,67,715                           | 0.25                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL   | NIL                                  |

**Resolution 9: Special Resolution****Authority for creation of mortgage and/or charge on properties of the Company.**(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 593                     | 22,55,41,436                       | 99.75                                 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 32                      | 5,67,769                           | 0.25                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|--------------------------------------|
| NIL   | NIL                                  |

Thanking you,  
Yours faithfully,

Pravinchandra Nahalchand Parikh  
Digitally signed by Pravinchandra Nahalchand Parikh  
Date: 2025.08.08 18:04:37 +05'30'

P. N. Parikh  
FCS: 327 CP No.: 1228  
Parikh Parekh & Associates  
Practising Company Secretaries  
P/R No.: 6389/2025  
UDIN: F000327G000967271  
111,11<sup>th</sup> Floor, Sai Dwar CHS Ltd.,  
Sab TV Lane, Opp. Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai – 400053

Place: Mumbai  
Dated: August 08, 2025

**For KEC International Limited**

**Suraj Eksambekar  
Company Secretary**