



KEC INTERNATIONAL LTD.
RPG House
463, Dr. Annie Besant Road
Worli, Mumbai 400030, India
+91 22 66670200
kecindia@kecrpg.com
www.kecrpg.com

August 14, 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: Postal Ballot Notice

Dear Sir/ Madam,

We hereby enclose a copy of the Postal Ballot Notice ('Notice') dated August 09, 2025, wherein consent of the members of the Company is being sought on the following Ordinary/Special resolution(s):

1. Re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as the Managing Director & Chief Executive Officer (Ordinary Resolution)
2. Appointment of Mr. Harsh Vardhan Shringla (DIN: 11203013) as an Independent Director (Special Resolution)

In accordance with relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Notice is being sent only in electronic form to those member(s) whose names are recorded in the Register of Beneficial Owners/Register of Members maintained by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited (collectively referred to as "Depositories") and MUFG Intime India Private Limited, Registrar and Transfer Agent ("RTA"), as on Monday, August 11, 2025 (cut-off date) and who have registered their e-mail addresses with the Depositories/RTA. Accordingly, physical copy of the Notice along with Postal Ballot Form are not being sent to the members for this Postal Ballot.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all the members. The e-Voting period commences on **Friday, August 15, 2025 from 9.00 a.m. (IST) and ends on Saturday, September 13, 2025 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by NSDL thereafter. The results of voting by Postal Ballot (through e-voting) will be announced to the Stock Exchanges on or before Tuesday, September 16, 2025.



The Notice is also available on the website of the Company at www.kecrpg.com and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For KEC International Limited

Suraj Eksambekar

Company Secretary and Compliance Officer

Encl: as above

KEC INTERNATIONAL LIMITED

CIN: L45200MH2005PLC152061

Registered Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai – 400 030

Website: www.kecrpg.com, E-Mail: investorpoint@kecrpg.com

Tel No.: 022-66670200, Fax No.: 022-66670287

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/conducting postal ballot process through e-voting vide Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“**MCA Circulars**”), to transact the below special businesses as set out hereunder by passing Ordinary and Special Resolution(s), by way of postal ballot, through e-voting only (voting through electronic means).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

In terms of the requirements specified in the MCA Circulars, this Notice is being sent through electronic mode only to those Members whose e-mail addresses are registered with KEC International Limited (“**Company**”) / Depositories/Registrar and Share Transfer Agent (“**RTA**”).

In compliance with the aforesaid MCA Circulars, Regulation 44 of the SEBI Listing Regulations and the provisions of Sections 108 and 110 of the Act read with the

Rules, as amended, and SS-2, the Company is providing remote e-voting facility to its Members to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing remote e-voting facility to its Members. The detailed instructions for remote e-voting are appended to this Notice.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as the Managing Director & Chief Executive Officer

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Articles of Association of the Company and subject to such other regulatory approvals, permissions and sanctions, as may be required, approval of the Members be and is hereby accorded for re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as Managing Director of the Company, to be designated as Managing Director & Chief Executive Officer (“**MD & CEO**”) for a period of one year with effect from April 01, 2026, liable to retire by rotation, on the terms and conditions including payment of remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deem to include the Nomination and

Remuneration Committee) and set out below, with further liberty to the Board to alter and vary the said terms and conditions, including remuneration, from time to time, as it may deem fit and as may be acceptable to Mr. Vimal Kejriwal, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act or any statutory modification(s) or re-enactment(s) thereof:

A. Salary and Allowances:

- i. Basic Salary of Rs. 1,98,80,779/- (Rupees One Crore Ninety Eight Lakh Eighty Thousand Seven Hundred and Seventy Nine Only) per annum and
- ii. Other Allowances of Rs. 6,61,89,503/- (Rupees Six Crore Sixty One Lakh Eighty Nine Thousand Five Hundred and Three Only) per annum

(with such increments as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.)

B. Perquisites:

- i. Contribution towards Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the rules of the Company.
- ii. Company Car and driver and Mobile Phone for official duties as per the rules of the Company.
- iii. Leave encashment as per the rules of the Company.

In terms of Schedule V of the Act, the Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, payment of Gratuity at a rate not exceeding half a month's salary for each completed year of service, provision of Company Car and driver and Mobile Phone for official duties and encashment of leave at the end of his tenure shall not be included in the computation of the ceiling on remuneration.

- C. Performance bonus/ incentive not exceeding Rs. 6,00,00,000/- (Rupees Six Crores Only), payable annually, based on the performance of Company/individual across multiple parameters such as revenue, order book, profitability etc., as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The aggregate of salary, allowances, perquisites and performance bonus/ incentive as specified above shall be subject to overall ceiling stipulated under Section 197 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer, or the Company Secretary of the Company be and are hereby severally authorised to execute all such writings and instruments including the agreement with respect to the re-appointment of Mr. Vimal Kejriwal as the MD & CEO of the Company and to take all the necessary steps, make necessary applications and to do all such acts, deeds, matters and things as may be necessary, including filing of necessary e-form(s) with the Ministry of Corporate Affairs, in connection with the aforesaid resolution and if required, the Common Seal of the Company be affixed on any document(s) in presence of any one of the aforesaid persons."

2. Appointment of Mr. Harsh Vardhan Shringla (DIN: 11203013) as an Independent Director

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT Mr. Harsh Vardhan Shringla (DIN: 11203013), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Independent) of the Company with effect from August 09, 2025 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and Article 104 of the Articles of Association of the Company and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act, as amended from time to time, read with the Companies (Appointment

and Qualifications of Directors) Rules, 2014 and other applicable Rules, if any (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Harsh Vardhan Shringla (DIN: 11203013) as an Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation,

for a term of five consecutive years commencing from August 09, 2025 up to August 08, 2030, be and is hereby approved."

By Order of the Board of Directors

Suraj Eksambekar

Company Secretary
(M. No. ACS- 27159)

Date: August 09, 2025
Place: Mumbai

Registered Office:

RPG House
463, Dr. Annie Besant Road
Worli, Mumbai – 400 030
CIN: L45200MH2005PLC152061

NOTES:

- a) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Section 110 of the Act and relevant Rules made thereunder, which sets out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice.

Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, in respect of Director(s) seeking appointment/re-appointment are also annexed to this Notice.

- b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic mode only. Accordingly, the communication of assent or dissent of the Members would take place through remote e-voting system only. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.
- c) A copy of this Notice is also available on the Company's website at www.kecrpg.com, website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
- d) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members or the list of Beneficial Owners, as received from NSDL and Central Depository Services (India) Limited ("CDSL") on **Monday, August 11, 2025 ("cut-off date")**. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date.

- e) The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The remote e-voting period commences on **Friday, August 15, 2025 at 09.00 a.m. IST and ends on Saturday, September 13, 2025 at 05.00 p.m. IST**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on Resolutions is cast by the Members, the Member shall not be allowed to change it subsequently.
- f) The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No. FCS-327) and failing him, Ms. Jigyasa Ved (Membership No. FCS-6488) of M/s. Parikh Parekh & Associates, Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.
- g) The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast. The results of the voting by Postal Ballot (through remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman or person so authorized by him, on or before Tuesday, September 16, 2025.
- h) The results of the Postal Ballot will be posted on the Company's website at www.kecrpg.com and the website of NSDL at www.evoting.nsdl.com and the same shall also be communicated to BSE and NSE, where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, September 13, 2025.

- i) Members who have not registered or updated their email id so far are requested to register or update the same to get all notices, Integrated Annual Report, etc. from the Company, electronically, as per the following procedure:

A. ONE TIME REGISTRATION OF E-MAIL ID:

I. FOR MEMBERS HOLDING PHYSICAL SHARES:

The Members of the Company holding Equity Shares of the Company in physical mode and who have not registered their e-mail addresses may get their e-mail addresses registered with MUFG Intime India Private Limited, by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html or by visiting their website <https://in.mpms.mufig.com/> at the 'Investor Services' tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a Member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufig.com

On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.

II. FOR MEMBERS HOLDING SHARES IN DEMAT MODE:

The Members of the Company holding Equity Shares of the Company in Demat form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html or by visiting their website <https://in.mpms.mufig.com/> at the 'Investor Services' tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID/ Client ID, PAN, mobile number and e-mail id. In case of any query, a Member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufig.com.

On submission of the details, an OTP will be received by the Member which needs to be entered in the link for verification.

After successful submission of the e-mail

address, NSDL will e-mail a copy of this Notice along with the e-Voting user ID and password.

B. FOR PERMANENT REGISTRATION OF E-MAIL ADDRESS:

Members are requested to register the e-mail address with their concerned Depository Participants ("DPs"), in respect of shares held in Demat form, and in respect of shares held in physical form, please visit <https://web.in.mpms.mufig.com/KYC-downloads.html> to know more about the registration process. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/Integrated Annual Reports and other communications electronically to their e-mail address in future.


- j) Members seeking inspection of relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement under Section 102 of the Act may send an email to investorpoint@kecprg.com from their registered e-mail addresses upto the last date of e-voting i.e. Saturday, September 13, 2025 mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
- k) Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, whereby their authorized representative has been appointed to vote on their behalf, to the Scrutinizer's e-mail id: cs@parikhassociates.com with a copy marked to evoting@nsdl.com. They can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
- l) The details of the process and manner for remote e-voting is explained herein below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting Facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual Member holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login, one can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section which will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on ‘Access to e-Voting’ under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select ‘Register Online for IDeAS Portal’ or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period. Shareholders/Members can also download the NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience <div data-bbox="746 1339 1142 1570" style="text-align: center;">  <p>NSDL Mobile App is available on</p> <p>App Store Google Play</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their user ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users are requested to visit www.cdslindia.com to login to Easi/Easiest and click on login icon and New System Myeasi Tab and then use your existing Myeasi username and password. After successful login to Easi / Easiest, the user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Once you log in, you will be able to see e-Voting option. On clicking e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forgot User ID' and 'Forgot Password option' available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact : 022 - 4886 7000
Securities held in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact 1800-21-09911

B. Login Method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456, then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. You will be required to trace the e-mail sent to you from NSDL from your mailbox. You can open the e-mail and open the attachment i.e. a .PDF file. The password to open the PDF file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The PDF file contains your 'User ID' and your 'initial password'.
- (ii) If your e-mail ID is not registered, please follow the steps mentioned in **'Process for those shareholders whose e-mail ids are not registered'**.
6. If you are unable to retrieve or have not received the 'Initial password' or you have forgotten your password:
- a) If you are holding shares in your demat account with NSDL or CDSL, click on **"Forgot User Details/Password?"** option available on www.evoting.nsdl.com.
- b) If you are holding shares in physical mode, click on **"Physical User Reset Password?"** option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on 'Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.
10. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the

"Forgot User Details/Password?" or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see 'EVEN' of all the companies in which you are holding shares and whose voting cycle is in active status.
2. Select 'EVEN' of KEC International Limited to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. Assent or Dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the "print" option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In case of any queries, with respect to remote e-Voting you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those Shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical/demat mode please register your e-mail id by following the process mentioned in point (i).
2. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1(A), i.e. Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
3. Alternatively Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing earlier mentioned documents.
4. Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and e-mail id correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1 - Re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as the Managing Director & Chief Executive Officer

Mr. Vimal Kejriwal was appointed as the Managing Director & Chief Executive Officer ("MD & CEO") of the Company w.e.f. April 1, 2015 for a period of 5 years by the shareholders on March 30, 2015 and thereafter re-appointed twice for a period of 2 years each w.e.f. April 1, 2020 and w.e.f. April 1, 2022, respectively. He was subsequently re-appointed twice for a period of 1 year each w.e.f. April 01, 2024, and w.e.f. April 01, 2025, respectively. The Members on August 22, 2024, re-appointed Mr. Kejriwal for a term of 1 year as MD & CEO of the Company which is due to expire on March 31, 2026.

Under the leadership of Mr. Kejriwal, the overall performance of the Company has improved significantly in terms of revenue and order book, apart from improvement in EBITDA. He has significantly contributed towards turning the Company into a highly profitable Company and has been instrumental in bolstering the Company's overall growth.

The revenue grew from Rs 8,468 Crore to Rs. 21,847 Crore during his tenure as MD & CEO, while the EBITDA has shown an increase of three times from Rs. 512 Crore as on March 31, 2015 to Rs. 1,528 Crore as on March 31, 2025. The Company as on date has a well-diversified and strong order book of over Rs. 34,500 Crore. Further, the performance of the Company and future prospects during his tenure have been very well perceived by the Investor's community and is reflected in the market capitalization of the Company, which has increased from about Rs. 2,058 Crore as on March 31, 2015 to Rs. 20,837 Crore as on March 31, 2025, a remarkable improvement of 10 times.

Considering the responsibilities being shouldered by Mr. Kejriwal and his valuable contribution towards the growth of the Company and basis his performance evaluation, on recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on July 28, 2025, approved the re-appointment of Mr. Vimal Kejriwal as the MD & CEO for a further period of 1 year w.e.f. April 1, 2026, on the terms and conditions including remuneration as stated in the Resolution No. 1 of this Notice, subject to approval of the Members of the Company within the prescribed timelines. The payment of Performance bonus/incentive of Mr. Kejriwal will be based on the performance of Company/individual across multiple parameters such as revenue, order book, profitability, etc.

Mr. Kejriwal's vast knowledge, expertise and skills possessed in the areas of Global Business, EPC & Infrastructure, Business Development, General Management, Strategy, M&A, Thought Leadership, Senior Management

Experience, Risk Management, Corporate Governance, Accounting, Finance, Legal, Human Resources and Public Policy, amongst others, will continue to be of immense benefit to the Company.

Brief Profile:

Mr. Vimal Kejriwal is a distinguished alumnus of the Kellogg School of Management, USA, and Narsee Monjee Institute of Management Studies (NMIMS), India. He is a meritorious Chartered Accountant and a Member of the Institute of Company Secretaries of India. He has over four decades of rich global experience across diverse sectors including Infrastructure, Oil & Gas, Pharmaceuticals, Fertilisers, and Investment Banking. Prior to his appointment as MD & CEO at the Company, he has worked as President – Transmission & Distribution business, President– Transmission business, Executive Director – International Transmission business, and Chief Financial Officer of the Company. Prior to joining the Company in 2002, he has worked in a leading Global Investment Bank. Further, Mr. Kejriwal was conferred with the "Outstanding Achiever Award" by the RPG Group for the years 2004-05, 2007-08 and 2013-14 in recognition of his exceptional performance and commitment. Also, the Institute of Chartered Accountants of India awarded him the "CA Business Leader – Corporate award for the year 2018". Mr. Kejriwal serves as the Chairman of the FICCI Transport Infrastructure Committee and is an Executive Council Member of the Indian Electrical and Electronics Manufacturers' Association (IEEMA). He is also a member of the Confederation of Indian Industry (CII) National Committee on Power, the CII Manufacturing Excellence Council and the CII National Committee on Renewable Energy. In addition, he is a Patron Member of the Construction Federation of India (CFI) and plays an active role on various committees of other key trade associations.

The Company has received requisite consent/disclosure(s) as required under the Act and Rules framed thereunder from Mr. Vimal Kejriwal, for considering his re-appointment. Mr. Vimal Kejriwal also satisfies the conditions as set out in Section 196 and Schedule V of the Act for being eligible for re-appointment. Further, Mr. Kejriwal is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Vimal Kejriwal and his relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution set out at Item No. 1 of this Notice.

Basis the rationale provided above, the Board is of the opinion that the re-appointment of Mr. Vimal Kejriwal as MD and CEO would be beneficial to the Company and accordingly

it recommends the Ordinary Resolution for the proposed re-appointment and payment of remuneration, as set out at Item No. 1 of this Notice, for approval by the Members.

Item No. 2 - Appointment of Mr. Harsh Vardhan Shringla (DIN: 11203013) as an Independent Director

The Board of Directors of the Company (“Board”), on recommendation of the Nomination and Remuneration Committee, had appointed Mr. Harsh Vardhan Shringla as an Additional Director (Non-Executive, Independent) with effect from August 09, 2025.

The Company has received notice from a Member under Section 160 of the Companies Act, 2013 (“Act”) proposing his appointment as an Independent Director. The Company has received a declaration from Mr. Harsh Vardhan Shringla confirming that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and that he is eligible to be appointed as an Independent Director of the Company. The Company has received his consent to act as an Independent Director and declaration that he is not disqualified under Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. Mr. Harsh Vardhan Shringla has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In accordance with the provisions of Section 149 of the Act, read with Schedule IV thereto and Regulation 17(1C) and 25(2A) of the SEBI Listing Regulations, the appointment of Independent Directors requires approval of the Members by way of a special resolution.

The Nomination and Remuneration Committee considered his vast knowledge, expertise and skills such as Global Business, Thought Leadership, Human Resources and Public Policy amongst others as have been identified by the Board for the role of a Director.

In the opinion of the Board, Mr. Harsh Vardhan Shringla fulfils the criteria specified in the Act read with the rules made thereunder and SEBI Listing Regulations for being appointed as an Independent Director of the Company and is independent of the management. Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors on August 09, 2025, had appointed Mr. Harsh Vardhan Shringla as an Independent Director, not liable to retire by rotation, for a term of five years from August 09, 2025, upto August 08, 2030, subject to the approval by the Members of the Company.

Brief Resume of Mr. Harsh Vardhan Shringla is provided separately in this Notice. A copy of the draft Letter of Appointment for Independent Director, setting out the terms and conditions of appointment, is available for inspection through electronic mode, as per the details provided in this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relative(s), except Mr. Harsh Vardhan Shringla and his relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution set out at Item No. 2 of this Notice.

Considering his rich and vast knowledge, skills and experience and the above rationale, the Board recommends the Special Resolution with respect to the appointment of Mr. Harsh Vardhan Shringla as an Independent Director of the Company, as set out at Item No. 2 of this Notice, for approval by the Members.

By Order of the Board of Directors

Date: August 09, 2025
Place: Mumbai

Suraj Eksambekar
Company Secretary
(M. No. ACS- 27159)

Registered Office:
RPG House
463, Dr. Annie Besant Road
Worli, Mumbai – 400 030
CIN: L45200MH2005PLC152061

Details of the Directors seeking appointment/re-appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings are as follows:

Name of the Director	Mr. Vimal Kejriwal (DIN: 00026981)	Mr. Harsh Vardhan Shringla (DIN: 11203013)
Date of Birth and Age	February 04, 1961 64 years	May 01, 1962 63 years
Date of first appointment on the Board	January 01, 2015	August 09, 2025
Qualification	Chartered Accountant, ICAI; Company Secretary, ICSI; Advanced Executive Programme, Kellogg School of Management, USA	B.A., St. Stephens College, Delhi D. Litt. (Honoris Causa), ICFAI University, Sikkim
Expertise in specific functional area and brief profile	<p>Mr. Vimal Kejriwal is the Managing Director & CEO of KEC International Limited. He has been instrumental in driving the company's diversified growth across Power Transmission & Distribution, Transportation, Civil, Oil & Gas, Renewables and Cables & Conductors. Mr. Kejriwal has over four decades of rich global experience across diverse sectors including Infrastructure, Oil & Gas, Pharmaceuticals, Fertilisers, and Investment Banking.</p> <p>Mr. Kejriwal serves as the Chairman of the FICCI Transport Infrastructure Committee and is an Executive Council Member of the Indian Electrical and Electronics Manufacturers' Association (IEEMA). He is also a member of the Confederation of Indian Industry (CII) National Committee on Power, the CII Manufacturing Excellence Council and the CII National Committee on Renewable Energy. In addition, he is a Patron Member of the Construction Federation of India (CFI) and plays an active role on various committees of other key trade associations.</p>	<p>Mr. Harsh Vardhan Shringla is a former Foreign Secretary of India (2020-22) and has been Chief Coordinator for India's G20 Presidency in 2023. He joined the Indian Foreign Service in 1984 and has worked in the Corporate Sector in India prior to joining the Indian Foreign Service.</p> <p>In the course of a diplomatic career spanning almost 40 years, he has held a variety of positions in New Delhi and abroad, including as Ambassador of India to the United States of America, Bangladesh and Thailand.</p> <p>During his long and distinguished career, he has worked on all major diplomatic issues. His focus, however, has been on India's immediate neighbours as Ambassador to Bangladesh, Head of Division in the Ministry of External Affairs and later as Foreign Secretary. Additionally, he is an experienced multilateral diplomat, having worked in the UN Security Council, the UN Economic and Social Commission for Asia and the Pacific and United Nations Educational, Scientific and Cultural Organization. He has also served in India's Permanent Mission to the UN in New York from 2002-06. Recently, he has been nominated by the Hon'ble President of India as a member of the Rajya Sabha.</p>
Skills and capabilities required for the role and the manner in which the Director meet the requirements	Refer to the Explanatory Statement annexed to this Notice.	Refer to the Explanatory Statement annexed to this Notice.

Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid	Mr. Vimal Kejriwal is the Managing Director & CEO of KEC International Limited, liable to retire by rotation. The details are set out in the resolution at Item No. 1 and explanatory statement thereto.	Appointment of Mr. Harsh Vardhan Shringla as an Independent Director for a period of five consecutive years from August 09, 2025, upto August 08, 2030, not liable to retire by rotation. Eligible for sitting fees and commission, as approved by the Board.
Details of remuneration last drawn (FY 2024-25)	Rs. 10.24 Crore	NIL
Directorships in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • KEC Asian Cables Limited • KEC Spur Infrastructure Private Limited • KEC Power India Private Limited • Spencer International Hotels Limited • Raychem RPG Private Limited • Indian Electrical and Electronics Manufacturers Association 	<ul style="list-style-type: none"> • Kirloskar Brothers Limited
Memberships/ Chairmanship of Committees in other companies (excluding foreign companies)	KEC Spur Infrastructure Private Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee - Chairman 	NIL
Resignation from Listed entities in the past three years	NIL	NIL
No. of shares held in the Company, including shareholding as a beneficial owner	875 Equity Shares (Jointly held as second holder along with Mrs. Sunita Kejriwal)	NIL
No. of Board Meetings attended	During FY 2024-25: All Six meetings held during the year During FY 2025-26 : All Three meetings held till the date of postal ballot notice	Not Applicable
Relationship with other Directors and Key Managerial Personnel	NIL	NIL