



KEC INTERNATIONAL LTD.
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May 16, 2026

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.: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Scheme of Merger

Dear Sir/Madam,

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we wish to inform that the Board of Directors of the Company, at its meeting held today i.e. on Saturday, May 16, 2026, *inter alia*, approved the Scheme of Merger by Absorption of KEC Spur Infrastructure Private Limited, a wholly owned subsidiary, with the Company, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with relevant rules and regulations framed thereunder, subject to requisite approvals, including approval of the Hon’ble National Company Law Tribunal, Mumbai.

The details as required pursuant to the SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are enclosed herewith as ‘Annexure A’ to this letter. Kindly take the same on your records.

The Board Meeting commenced at 03:30 p.m. and concluded at 07:45 p.m.

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



Annexure - A

Details as per SEBI circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026:

Sr. no.	Particulars	Details												
a)	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	<p>Transferor Company: KEC Spur Infrastructure Private Limited (“Transferor Company” or “KEC Spur”) is a private limited company incorporated on March 1, 2016 under the Companies Act, 2013, having CIN U74900MH2016PTC386268 and registered office at RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai City, Mumbai, Maharashtra, India, 400030. The Transferor Company is a wholly owned subsidiary of the Transferee Company.</p> <p>Transferee Company: KEC International Limited (“Transferee Company” or “KEC” or “Company”) is a public limited company incorporated on March 18, 2005 under the Companies Act, 1956, having CIN L45200MH2005PLC152061 and registered office at RPG House 463, Dr. Annie Besant Road, Worli, Mumbai City, Mumbai, Maharashtra, India, 400030.</p> <p>Details as of March 31, 2026 on standalone basis: (INR in Crore)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Transferee Company</th> <th>Transferor Company</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td align="right">19,046.58</td> <td align="right">202.51</td> </tr> <tr> <td>Net-worth</td> <td align="right">5,505.96</td> <td align="right">119.88</td> </tr> <tr> <td>Profit after tax</td> <td align="right">428.09</td> <td align="right">0.01</td> </tr> </tbody> </table>	Particulars	Transferee Company	Transferor Company	Turnover	19,046.58	202.51	Net-worth	5,505.96	119.88	Profit after tax	428.09	0.01
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Turnover	19,046.58	202.51												
Net-worth	5,505.96	119.88												
Profit after tax	428.09	0.01												
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<p>KEC Spur is a wholly owned subsidiary company of the Company and hence a related party.</p> <p>The proposed Scheme of Merger by Absorption does not fall within the purview of related party transactions, as per the General Circular No. 30/2014 dated 17th July 2014 issued by the Ministry of Corporate Affairs.</p> <p>Further, in accordance with the Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the provisions relating to related party transactions (‘RPT’) under the SEBI Listing Regulations are not applicable as any RPT between holding Company and its wholly owned subsidiary is exempted under the said provision. Hence, the proposed merger would also not be regarded as a related party transaction.</p>												
c)	Area of business of the entity(ies)	<ul style="list-style-type: none"> KEC is a diversified global infrastructure Engineering, Procurement & Construction (“EPC”) major, with a presence in the verticals of Power Transmission & Distribution, Civil, Transportation, Renewables, Oil & Gas Pipelines and Cables & Conductors. 												

Sr. no.	Particulars	Details
		<ul style="list-style-type: none"> • KEC Spur is primarily engaged in design, supply, installation, commissioning, testing, maintenance, operation, and consultancy support for laying and construction of all kinds of pipe for Oil & Gas, Refinery, Chemical, Water, Power and Irrigation Sector.
d)	Rationale for amalgamation/ merger	<p>The proposed merger will create an operationally efficient group structure and strengthen the Company's consolidated business framework. This would lead to operational synergies.</p> <p>The merger would enable seamless leveraging of the Company's established financial strength, technical expertise, global execution capabilities, and experienced management bandwidth, thereby enhancing the scalability and growth prospects of the combined business.</p>
e)	In case of cash consideration – amount or otherwise share exchange ratio	There is no consideration involved. As KEC Spur is a wholly owned subsidiary of the Company, all shares issued by KEC Spur shall stand cancelled and extinguished upon the Scheme of absorption becoming effective, without any further act/instrument or deed.
f)	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the shareholding pattern of the Company pursuant to the aforesaid Scheme.