



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

July 23, 2019

**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**

**Script Code: 532714**

Dear Sir/Madam

**Sub: Disclosure under Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Brief Proceeding and details of the voting results of the Fourteenth Annual General Meeting of the Company.**

Pursuant to Regulation 30 read with Para A of Part A in Schedule III of the Listing Regulations, we enclose herewith the brief of the proceedings of the Fourteenth Annual General Meeting (AGM) of the Company held on Tuesday, July 23, 2019 at 03:30 p.m. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400 025 as **Annexure A**

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are also submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format along with the Consolidated report of the Scrutinizer on the remote e-voting and e-voting conducted at the AGM as **Annexure B** and **Annexure C** respectively.

All the resolutions at AGM were passed with requisite majority.

The above information will be uploaded on the website of the Company and on the website of Central Depository Services (India) Limited.

You are requested to take the same on records.

Thanking you,

Yours sincerely  
For **KEC International Limited**

**Amit Kumar Gupta**  
**Company Secretary & Compliance Officer**



Encl.: a/a

### Proceedings of the AGM

The Fourteenth Annual General Meeting of the Company was held on Tuesday, July 23, 2019 at 03:30 p.m. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400 025 (“the AGM”)

Mr. H. V. Goenka, Chairman of the Company, chaired the meeting and after ascertaining the quorum, called the meeting to order at 03:30 p.m. The Chairman welcomed the shareholders to the AGM and introduced the Directors on dais. Thereafter, with the permission of shareholders, the Notice already sent to the members was taken as read. He mentioned that the Auditors Report as well as Secretarial Auditors Report did not contain any qualification, observation or comment, hence, it was not required to read these Reports at the meeting.

The Chairman addressed the shareholders highlighting *inter-alia* the financial performance of the Company for the financial year 2018-19, performance of various businesses, order book position etc.

He then invited the shareholders to raise any queries or comments on the financial performance of the Company or in general, if any. Few shareholders addressed the meeting and raised certain queries on the Company’s performance which were answered by the Chairman.

The Chairman informed the shareholders that pursuant to Section 108 of the Companies Act, 2013 and Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, 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 about tablet based e-voting facility made available at AGM venue to facilitate those shareholders who did not exercise their vote through remote e-voting (Collectively referred to as “e-voting”). He further informed that Mr. P.N. Parikh (FCS-327) and failing him Ms. Jigyasa Ved (FCS-6488) of M/s. Parikh Parekh & Associates, Practicing Company Secretaries were appointed as the Scrutinizer to scrutinize the process of e-voting.



Thereafter, the Chairman announced the availability of facility of tablet based e-voting at meeting on the following resolutions as set out in the Notice convening 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, 2019 together with Reports of Directors and Auditors thereon. (b) Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2019 together with Report of Auditors thereon.	Ordinary
2.	Declaration of Dividend for the financial year 2018-19	Ordinary
3.	Re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as Director, liable to retire by rotation	Ordinary
4.	Authority for appointment of Branch Auditors	Ordinary
5.	Ratification of remuneration to Cost Auditors	Ordinary
6.	Appointment of Mr. Ramesh D. Chandak (DIN: 00026581) as an Independent Director	Special
7.	Re-appointment of Mr. G. L. Mirchandani (DIN: 00026664) as an Independent Director	Special
8.	Re-appointment of Mr. D. G. Piramal (DIN: 00032012) as an Independent Director	Special
9.	Re-appointment of Mr. S. M. Trehan (DIN: 00060106) as an Independent Director	Special
10.	Re-appointment of Mr. Vinayak Chatterjee (DIN: 00008933) as an Independent Director	Special
11.	Re-appointment of Mr. Vimal Kejriwal as Managing Director & CEO	Special
12.	Approval for payment of Commission to Mr. H. V. Goenka, Non-Executive Chairman	Special
13.	Approval for payment of Commission to Non-Executive Directors.	Special

The Chairman declared the AGM as concluded.

All the Resolutions set out in the Notice of Annual General Meeting have been duly approved by the members with requisite majority.



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1 - (a) Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2019 together with Reports of Directors and Auditors thereon.  
 (b) Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2019 together with Report of Auditors thereon.

Resolution Required : (Ordinary)		Whether promoter/ promoter group are interested in the agenda/resolution?						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	132008859	132008859	100.00	132008859	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	132008859	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	70480747	70480747	82.43	70480747	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	85502215	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>70480747</b>	<b>82.43</b>	<b>70480747</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting		1008612	2.55	1007715	897	99.91	0.09
	Poll		1568605	3.96	1568605	0	100.00	0.00
	Postal Ballot	39577296	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2576320</b>	<b>897</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>257088370</b>	<b>205066823</b>	<b>79.77</b>	<b>205065926</b>	<b>897</b>	<b>100.00</b>	<b>0.00</b>



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2 - Declaration of Dividend for the financial year 2018-19.

Resolution Required : (Ordinary)		Whether promoter/ promoter group are interested in the agenda/resolution?						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	132008859	132008859	100.00	132008859	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	85502215	70515247	82.47	70515247	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>70515247</b>	<b>82.47</b>	<b>70515247</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	39577296	1008612	2.55	1008360	252	99.98	0.03
	Poll		1568605	3.96	1568605	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2576965</b>	<b>252</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>257088370</b>	<b>205101323</b>	<b>79.78</b>	<b>205101071</b>	<b>252</b>	<b>100.00</b>	<b>0.00</b>



## KEC International Limited

3 - Re-Appointment of Mr. Vimal Kejriwal (DIN: 00026981) as Director, liable to retire by rotation

Resolution Required : (Ordinary)		3 - Re-Appointment of Mr. Vimal Kejriwal (DIN: 00026981) as Director, liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		3 - Re-Appointment of Mr. Vimal Kejriwal (DIN: 00026981) as Director, liable to retire by rotation						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	132008859	132008859	100.00	132008859	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	85502215	70515247	82.47	70515247	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>70515247</b>	<b>82.47</b>	<b>70515247</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	39577296	1008612	2.55	1007650	962	99.90	0.10
	Poll		1568605	3.96	1568605	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2576255</b>	<b>962</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>		<b>257088370</b>	<b>205101323</b>	<b>79.78</b>	<b>205100361</b>	<b>962</b>	<b>100.00</b>	<b>0.00</b>



## KEC International Limited

### 4 - Appointment of Branch Auditors.

Resolution Required : (Ordinary)		Whether promoter/ promoter group are interested in the agenda/resolution?						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	132008859	132008859	100.00	132008859	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	85502215	70515247	82.47	70515247	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>70515247</b>	<b>82.47</b>	<b>70515247</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	39577296	1008612	2.55	1007715	897	99.91	0.09
	Poll		1568605	3.96	1568605	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2576320</b>	<b>897</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>257088370</b>	<b>205101323</b>	<b>79.78</b>	<b>205100426</b>	<b>897</b>	<b>100.00</b>	<b>0.00</b>



## KEC International Limited

### 5 - Ratification of Remuneration to Cost Auditor.

Resolution Required : (Ordinary)		5 - Ratification of Remuneration to Cost Auditor.						
Whether promoter/ promoter group are interested in the agenda/resolution?		5 - Ratification of Remuneration to Cost Auditor.						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	132008859	132008859	100.00	132008859	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	132008859	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		70515247	82.47	70515247	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	85502215	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>70515247</b>	<b>82.47</b>	<b>70515247</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting		1008612	2.55	1008540	72	99.99	0.01
	Poll		1568605	3.96	1568605	0	100.00	0.00
	Postal Ballot	39577296	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2577145</b>	<b>72</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>257088370</b>	<b>205101323</b>	<b>79.78</b>	<b>205101251</b>	<b>72</b>	<b>100.00</b>	<b>0.00</b>



## KEC International Limited

6 - Appointment of Mr. Ramesh D. Chandak (DIN: 00026581) as an Independent Director.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting		132008859	100.00	132008859	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	132008859	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		63340028	74.08	61403899	1936129	96.94	3.06
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	85502215	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>63340028</b>	<b>74.08</b>	<b>61403899</b>	<b>1936129</b>	<b>96.94</b>	<b>3.06</b>
Public Non Institutions	E-Voting		794134	2.01	619048	175086	77.95	22.05
	Poll		1568605	3.96	1568605	0	100.00	0.00
	Postal Ballot	39577296	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2362739</b>	<b>5.97</b>	<b>2187653</b>	<b>175086</b>	<b>92.59</b>	<b>7.41</b>
<b>Total</b>		<b>257088370</b>	<b>197711626</b>	<b>76.90</b>	<b>195600411</b>	<b>2111215</b>	<b>98.93</b>	<b>1.07</b>



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7 - Re-appointment of Mr. G. L. Mirchandani (DIN: 00026664) as an Independent Director.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		132008859	100.00	132008859	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	132008859	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		63340028	74.08	63225986	114042	99.82	0.18
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	85502215	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>63340028</b>	<b>74.08</b>	<b>63225986</b>	<b>114042</b>	<b>99.82</b>	<b>0.18</b>
Public Non Institutions	E-Voting		794134	2.01	618123	176011	77.84	22.16
	Poll		1568605	3.96	1568605	0	100.00	0.00
	Postal Ballot	39577296	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2362739</b>	<b>5.97</b>	<b>2186728</b>	<b>176011</b>	<b>92.55</b>	<b>7.45</b>
<b>Total</b>		<b>257088370</b>	<b>197711626</b>	<b>76.90</b>	<b>197421573</b>	<b>290053</b>	<b>99.85</b>	<b>0.15</b>



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8 - Re-appointment of Mr. D. G. Piramal (DIN: 00032012) as an Independent Director

Resolution Required : (Special)		8 - Re-appointment of Mr. D. G. Piramal (DIN: 00032012) as an Independent Director									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting		132008859	100.00	132008859	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	132008859	0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>99.86</b>	<b>0.15</b>		
Public Institutions	E-Voting		63340028	74.08	63248158	91870	99.86	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	85502215	0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>63340028</b>	<b>74.08</b>	<b>63248158</b>	<b>91870</b>	<b>99.85</b>	<b>77.84</b>	<b>22.16</b>		
Public Non Institutions	E-Voting		794134	2.01	618173	175961	100.00	0.00			
	Poll		1568605	3.96	1568605	0	100.00	0.00			
	Postal Ballot	39577296	0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>2362739</b>	<b>5.97</b>	<b>2186778</b>	<b>175961</b>	<b>92.55</b>	<b>7.45</b>	<b>0.14</b>		
<b>Total</b>		<b>257088370</b>	<b>197711626</b>	<b>76.90</b>	<b>197443795</b>	<b>267831</b>	<b>99.86</b>	<b>0.14</b>			



## KEC International Limited

9 - Re-appointment of Mr. S. M. Trehan (DIN: 00060106) as an Independent Director.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	132008859	132008859	100.00	132008859	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	85502215	63340028	74.08	63305736	34292	99.95	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>63340028</b>	<b>74.08</b>	<b>63305736</b>	<b>34292</b>	<b>99.95</b>	<b>0.05</b>
Public Non Institutions	E-Voting	39577296	1008612	2.55	833476	175136	82.64	17.36
	Poll		1568605	3.96	1568605	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2402081</b>	<b>175136</b>	<b>93.20</b>	<b>6.80</b>
<b>Total</b>		<b>257088370</b>	<b>197926104</b>	<b>76.99</b>	<b>197716676</b>	<b>209428</b>	<b>99.89</b>	<b>0.11</b>



## KEC International Limited

10 - Re-appointment of Mr. Vinayak Chatterjee (DIN: 00008933) as an Independent Director

Resolution Required : (Special)		Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
Promoter and Promoter Group	E-Voting	132008859	132008859	100.00	132008859	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>		
Public Institutions	E-Voting	85502215	63340028	74.08	63211580	128448	99.80	0.20			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>63340028</b>	<b>74.08</b>	<b>63211580</b>	<b>128448</b>	<b>99.80</b>	<b>0.20</b>	<b>0.00</b>		
Public Non Institutions	E-Voting	39577296	1008612	2.55	1008525	87	99.99	0.01			
	Poll		1568605	3.96	1568605	0	100.00	0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2577130</b>	<b>87</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>		
<b>Total</b>		<b>257088370</b>	<b>197926104</b>	<b>76.99</b>	<b>197797569</b>	<b>128535</b>	<b>99.94</b>	<b>0.06</b>			



## KEC International Limited

11 - Re-appointment of Mr. Vimal Kejriwal as Managing Director & CEO.

Resolution Required : (Special)		11 - Re-appointment of Mr. Vimal Kejriwal as Managing Director & CEO.									
Whether promoter/ promoter group are interested in the agenda/resolution?		11 - Re-appointment of Mr. Vimal Kejriwal as Managing Director & CEO.									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes --Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$			
Promoter and Promoter Group	E-Voting	132008859	132008859	100.00	132008859	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>			
Public Institutions	E-Voting	85502215	63340028	74.08	63183777	156251	99.75	0.25			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>63340028</b>	<b>74.08</b>	<b>63183777</b>	<b>156251</b>	<b>99.75</b>	<b>0.25</b>			
Public Non Institutions	E-Voting	39577296	1008612	2.55	1007650	962	99.90	0.10			
	Poll		1568605	3.96	1568605	0	100.00	0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2576255</b>	<b>962</b>	<b>99.96</b>	<b>0.04</b>			
<b>Total</b>		<b>257088370</b>	<b>197926104</b>	<b>76.99</b>	<b>197768891</b>	<b>157213</b>	<b>99.92</b>	<b>0.08</b>			



## KEC International Limited

12 - Approval for payment of Commission to Mr. H. V. Goenka, Non-Executive Chairman.

Resolution Required : (Special)		12 - Approval for payment of Commission to Mr. H. V. Goenka, Non-Executive Chairman.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes --Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	132008859	132008859	100.00	132008859	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	132008859	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		63340028	74.08	63171657	168371	99.73	0.27
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	85502215	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>63340028</b>	<b>74.08</b>	<b>63171657</b>	<b>168371</b>	<b>99.73</b>	<b>0.27</b>
Public Non Institutions	E-Voting		1008612	2.55	833451	175161	82.63	17.37
	Poll		1568605	3.96	1568605	0	100.00	0.00
	Postal Ballot	39577296	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2402056</b>	<b>175161</b>	<b>93.20</b>	<b>6.80</b>
<b>Total</b>		<b>257088370</b>	<b>197926104</b>	<b>76.99</b>	<b>197582572</b>	<b>343532</b>	<b>99.83</b>	<b>0.17</b>



## KEC International Limited

13 - Approval for payment of Commission to Non-Executive Directors.

Resolution Required : (Special)		13 - Approval for payment of Commission to Non-Executive Directors.									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100			
Promoter and Promoter Group	E-Voting		132008859	100.00	132008859	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	132008859	0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>132008859</b>	<b>100.00</b>	<b>132008859</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>		
Public Institutions	E-Voting		63340028	74.08	55260965	8079063	87.24	12.76			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	85502215	0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>63340028</b>	<b>74.08</b>	<b>55260965</b>	<b>8079063</b>	<b>87.24</b>	<b>12.76</b>			
Public Non Institutions	E-Voting		1008612	2.55	1008450	162	99.98	0.02			
	Poll		1568605	3.96	1568605	0	100.00	0.00			
	Postal Ballot	39577296	0	0.00	0	0	0.00	0.00			
	<b>Total</b>		<b>2577217</b>	<b>6.51</b>	<b>2577055</b>	<b>162</b>	<b>99.99</b>	<b>0.01</b>			
<b>Total</b>		<b>257088370</b>	<b>197926104</b>	<b>76.99</b>	<b>189846879</b>	<b>8079225</b>	<b>95.92</b>	<b>4.08</b>			



To,  
The Chairman  
KEC International Limited  
RPG House,  
463, Dr. Annie Besant Road,  
Worli, Mumbai - 400 030

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote 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 and voting by electronic voting system at the 14<sup>th</sup> Annual General Meeting of KEC International Limited held on Tuesday, July 23, 2019 at 3.30 p.m. at the Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400025.**

I, P. N. Parikh, of M/s. 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 remote e-voting process in respect of the below mentioned resolutions proposed at the 14<sup>th</sup> Annual General Meeting (AGM) of KEC International Limited on Tuesday, July 23, 2019 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 23, 2019.

The notice dated May 08, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting by electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Tuesday, July 16, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Saturday, July 20, 2019 at 9.00 a.m. (IST) and ended on Monday, July 22, 2019 at 5.00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting by electronic voting system at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic voting system at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

- (a) Adoption of Audited Standalone Financial Statements for the Financial Year ended on March 31, 2019 together with Reports of Directors and Auditors thereon.
- (b) Adoption of Audited Consolidated Financial Statements for the Financial Year ended on March 31, 2019 together with Reports of 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
194	20,50,65,926	100.00 (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
4	897	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****Declaration of Dividend for the financial year 2018-2019.**

(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
195	20,51,01,071	100.00 (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
4	252	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**

**Re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as Director 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
193	20,51,00,361	100.00 (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
6	962	0.00

(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 Branch Auditors.**

(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
195	20,51,00,426	100.00 (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
4	897	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 payable 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
195	20,51,01,251	100.00 (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
4	72	0.00

(iii) Invalid votes:

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



**Resolution 6: Special Resolution**

**Appointment of Mr. Ramesh D. Chandak (DIN: 00026581) as an Independent Director.**

(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
183	19,56,00,411	98.93

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	21,11,215	1.07

(iii) **Invalid** votes:

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



**Resolution 7: Special Resolution**

**Re-appointment of Mr. G. L. Mirchandani (DIN: 00026664) as an Independent Director**

(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
186	19,74,21,573	99.85

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	2,90,053	0.15

(iii) **Invalid** votes:

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



**Resolution 8: Special Resolution**

Re-appointment of Mr. D. G. Piramal (DIN: 00032012) as an Independent Director

(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
188	19,74,43,795	99.86

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	2,67,831	0.14

(iii) Invalid votes:

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



**Resolution 9: Special Resolution****Re-appointment of Mr. S. M. Trehan (DIN: 00060106) as an Independent Director**

(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
190	19,77,16,676	99.89

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	2,09,428	0.11

(iii) Invalid votes:

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



**Resolution 10: Special Resolution**

**Re-appointment of Mr. Vinayak Chatterjee (DIN: 00008933) as an Independent Director**

(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
189	19,77,97,569	99.94

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	1,28,535	0.06

(iii) Invalid votes:

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



**Resolution 11: Special Resolution**

**Re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as Managing Director & CEO**

(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
187	19,77,68,891	99.92

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	1,57,213	0.08

(iii) **Invalid** votes:

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



**Resolution 12: Special Resolution**

Approval for payment of Commission to Mr. H. V. Goenka (DIN: 00026726), 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
185	19,75,82,572	99.83

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	3,43,532	0.17

(iii) Invalid votes:

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



**Resolution 13: Special Resolution****Approval for payment of Commission to Non-Executive Directors**

(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
133	18,98,46,879	95.92

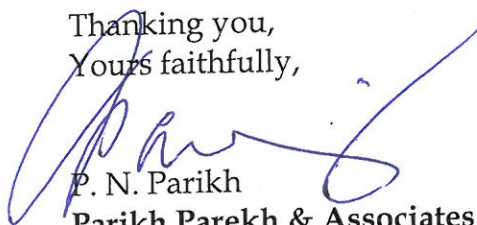
(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
65	80,79,225	4.08

(iii) Invalid votes:

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

Thanking you,  
Yours faithfully,



P. N. Parikh

**Parikh Parekh & Associates**  
**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111,11th 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: July 23, 2019