KEC International Limited
Regd.Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400030, India
Tel.: +91-22-61691600 • Fax +91-22-66670287
CIN No. L45200MH2005PLC152061 • Web.: www.kecrpg.com

March 30, 2015

Bombay Stock Exchange Limited Corporate Service Department 1st Floor, P. J. Towers Dalal Street , Mumbai 400 001 Fax: (022) 2272 2039/2272 3121	The National Stock Exchange of India Ltd Exchange Plaza, 3rd floor Plot No.C/1, 'G' block Bandra Kurla Complex, Bandra(East), Mumbai 400 051 Fax: (022) 26598237/26598238

Dear Sirs,

Sub: Intimation about Declaration of Postal Ballot Results pursuant to Clause 35A of Listing Agreement

This is to inform that the results of the Postal Ballot were announced on March 30, 2015. Following Ordinary Resolutions as mentioned in the notice of Postal Ballot dated February 04, 2015 has been passed with the requisite majority:

1. Appointment of Mr. Vimal Kejriwal as Whole Time Director of the Company from January 01, 2015 up to March 31, 2015;

2. Appointment of Mr. Vimal Kejriwal as Managing Director and CEO of the Company with effect from April 01, 2015

3. Payment of Managerial Remuneration to Managing Director

4. Appointment of Mr. Ramesh D. Chandak as Advisor of the Company.

The details of postal ballot results (including e-voting) as prescribed under Clause 35A of the Listing Agreement with the Stock Exchange(s) are enclosed as Annexure 1.

Further Report on voting process of Postal Ballots and e-voting submitted by Mr. P. N. Parikh, Scrutinizer, Partner, Parikh Parekh and Associates, Practicing Company Secretaries is enclosed as Annexure 2.

Kindly acknowledge the receipt of the communication.

Thanking you,
Yours faithfully,

For KEC International Limited

Ch V. Jagannadha Rao
Company Secretary

KEC INTERNATIONAL LIMITED MUMBAI

Annexure 1

KEC International Limited (CIN: L45200MH2005PLC152061)
Information in terms of Clause 35A of the Listing Agreement (Physical and E-voting)

Resolution Required	**Special Resolution**
Mode of Voting	**Postal Ballot and E-Voting**
Total No. of Shareholders	**70,162**
Cut off Date	**February 13, 2015**

Special Resolution 1: Appointment of Mr. Vimal Kejriwal as Whole Time Director for a period January 01, 2015 up to March 31, 2015

Promoter/Public	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	127936447	127701867	99.82	127701867	0	100.00	0.00
Public Institutional Holders	80541590	68725478	85.33	63469853	5255625	92.35	7.65
Public-Others	48610333	1439587	2.96	1413331	26256	98.18	1.82
Total	**257088370**	**197866932**	**76.96**	**192585051**	**5281881**	**97.33**	**2.67**



Special Resolution 2: Appointment of Mr. Vimal Kejriwal as Managing Director and CEO

Promoter/Public	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	127936447	127701867	99.82	127701867	0	100.00	0.00
Public Institutional Holders	80541590	68725478	85.33	63454516	5270962	92.33	7.67
Public-Others	48610333	1438342	2.96	1411161	27181	98.11	1.89
Total	**257088370**	**197865687**	**76.96**	**192567544**	**5298143**	**97.32**	**2.68**

Special Resolution 3: Payment of Managerial Remuneration to Managing Director

Promoter/Public	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	127936447	127701867	99.82	127701867	0	100.00	0.00
Public Institutional Holders	80541590	68725478	85.33	63454516	5270962	92.33	7.67
Public-Others	48610333	1437471	2.96	1405340	32131	97.76	2.24
Total	**257088370**	**197864816**	**76.96**	**192561723**	**5303093**	**97.32**	**2.68**



Special Resolution 4: Appointment of Mr. Ramesh D. Chandak as Advisor of the Company

Promoter/Public	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	127936447	127701867	99.82	127701867	0	100.00	0.00
Public Institutional Holders	80541590	68725478	85.33	63454516	5270962	92.33	7.67
Public-Others	48610333	1442092	2.97	1417373	24719	98.29	1.71
Total	**257088370**	**197869437**	**76.97**	**192573756**	**5295681**	**97.32**	**2.68**



Annexure 2

PARIKH PAREKH & ASSOCIATES (Regd.)
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
KEC INTERNATIONAL LIMITED
RPG House, 463,
Dr. Annie Besant Road,
Worli,
Mumbai 400 030.

Report of Scrutinizer

I, P.N.Parikh, Company Secretary in Whole time practice, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following Special Resolutions:

(a) Approval to the appointment of Mr. Vimal Kejriwal as Whole Time Director of the Company with effect from 01st January, 2015 till 31st March, 2015.

(b) Approval to the appointment of Mr. Vimal Kejriwal as Managing Director & CEO of the Company with effect from 01st April, 2015.

(c) Payment of Managerial Remuneration to Mr. Ramesh D. Chandak, Managing Director for the period of two years w.e.f 1st April 2014.

(d) Appointment of Mr. Ramesh D. Chandak as advisor.

I have scrutinized the ballot papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

Contd...2

(a) **Special Resolution for Approval to the appointment of Mr. Vimal Kejriwal as Whole Time Director of the Company with effect from 01st January, 2015 till 31st March, 2015.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
859	19,25,85,051	97.33

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
59	52,81,881	2.67

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
83	36,533



(b) Special Resolution for approval to the appointment of Mr. Vimal Kejriwal as Managing Director & CEO of the Company with effect from 01st April, 2015.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
846	19,25,67,544	97.32

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
63	52,98,143	2.68

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
92	37,678



(c) **Special Resolution for payment of Managerial Remuneration to Mr. Ramesh D. Chandak, Managing Director for the period of two years w.e.f 1st April 2014.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
821	19,25,61,723	97.32

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
87	53,03,093	2.68

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
93	38,128



(d) **Special Resolution for appointment of Mr. Ramesh D. Chandak as advisor.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
822	19,25,73,756	97.32

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
82	52,95,681	2.68

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
98	38,888

For **Parikh Parekh & Associates**

Signature:

Name: **P.N. Parikh**

FCS. No: 327 CP No: 1228

Place: Mumbai

Dated: March 27, 2015