



KEC International Limited

Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400030, India
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CIN No.L45200MH2005PLC152061 • Web.: www.kecrpg.com

December 14, 2015

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Subject: Declaration of Result of Postal Ballot under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)

Dear Sir/Madam,

The Board of Directors in its meeting held on October 28, 2015, accorded its consent to raise funds for refinancing of debt, long term working capital requirements, capex and other corporate purposes, by way of issuance of redeemable non-convertible debentures / Bonds, on private placement basis, subject to approval of the Members by passing a special resolution through Postal Ballot.

Mr. P.N. Parikh, Company Secretary in Whole time practice (FCS No. 327 C.P No. 1228), was appointed as the Scrutinizer for conducting the Postal Ballot Process and has submitted his report dated December 11, 2015. A copy of the aforesaid report is enclosed for your record.

In terms of Regulation 44(3) of LODR, we hereby enclose the details of the aforesaid resolution passed by shareholders through Postal Ballot at **Annexure A** for your perusal.

Kindly take the same on records.

Thanking you,

Yours faithfully,
For KEC International Limited




Ch. V. Jagannadha Rao
Vice President – Legal & Company Secretary

Annexure A									
Resolution Required : (Special)									
1 - Issue of Debentures on Private Placement basis									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	
Promoter and Promoter Group	E-Voting	129935456	129935456	100.0000	129935456	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		129935456	100.0000	129935456	0	100.0000	0.0000	
Public Institutions	E-Voting	81683874	62993574	77.1187	62993574	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		62993574	77.1187	62993574	0	100.0000	0.0000	
Public Non Institutions	E-Voting		21055	0.0463	21025	30	99.8575	0.1425	
	Postal Ballot	45469040	6489690	14.2728	6488720	970	99.9851	0.0149	
	Total		6510745	14.3191	6509745	1000	99.9846	0.0154	
Total		257088370	199439775	77.5764	199438775	1000	99.9995	0.0005	



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

December 11, 2015

To,
KEC INTERNATIONAL LIMITED
RPG House, 463,
Dr. Amic Besant Road,
Worli,
Mumbai- 400030

Kind Attn: Ch. V. Jagannadha Rao

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution pursuant to Sections 42, 71 and other applicable provisions of the Companies Act, 2013 for Issue of Non-Convertible Debentures/Bonds on Private Placement basis.

I now enclose the following:

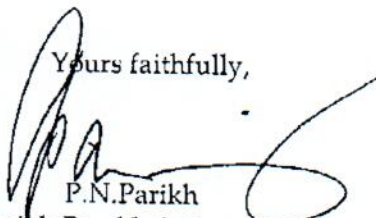
- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolution.

I hope you will find the above in order.

Thanking you.



Encl.: As above.

Yours faithfully,

P.N. Parikh
Parikh Parekh & Associates

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 400053 had been appointed as the Scrutinizer to conduct the postal ballot in respect of the Special Resolution pursuant to Sections 42, 71 and other applicable provisions of the Companies Act, 2013 for Issue of Non Convertible Debentures/ Bonds on Private Placement basis.

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 Resolution.

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Special Resolution pursuant to Sections 42, 71 and other applicable provisions of the Companies Act, 2013 for Issue of Non-Convertible Debentures/Bonds on Private Placement basis.

(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
271	19,94,38,805	99.99

(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
9	1,000	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
7	1,574



For Parikh Parekh & Associates

Signature:

Name: P.N. Parikh

Place: Mumbai

Dated: December 11, 2015

FCS No: 327 CP No: 1228