Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400030, India
Tel.: +91-22-66670200 • Fax +91-22-66670287
CIN No.L45200MH2005PLC152061 • Web.: www.kecrpg.com

July 30, 2015

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir

Sub: Annual General Meeting Voting Result

Pursuant to Clause 35A of the Listing Agreement, we are pleased to inform you that all the resolutions proposed at the Tenth Annual General Meeting of the Company held on July 29, 2015, have been passed with requisite majority.

Date of AGM: July 29, 2015
Total no. of shareholders on record date (cut-off date): 70233

No. of shareholders present in the meeting either in person or through proxy

Shareholders	Present in Person/ Authorised Representative	Present through Proxy	Total	No. of shares held	% to the total equity shares
Promoters and Promoter Group	2	NIL	2	82,62,235	3.21%
Public	46	40	86	66,42,082	2.58%
Total	**48**	**40**	**88**	**1,49,04,317**	**5.79%**

No. of shareholders who attended the meeting though video conferencing: NIL

The details of voting results per resolution along with scrutinizer's report are enclosed as an annexure.

You are requested to take the same on record.

Thanking you,

Yours sincerely,
For **KEC International Limited**

KEC INTERNATIONAL LIMITED MUMBAI

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

Resolution 1 - Adoption of Annual Accounts for the year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon
Ordinary Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	120179728	92.72	120179728	0	100.00	0.00
Public Institutional Holders	79259723	59121599	74.59	59121599	0	100.00	0.00
Public-Others	48218191	152501	0.32	152451	50	99.97	0.03
Total (A)	**257088370**	**179453828**	**69.80**	**179453778**	**50**	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3535	0.01	3535	0	100.00	0.00
Total (B)	**257088370**	**8265770**	**3.22**	**8265770**	**0**	100.00	0.00
Result (A+B)	**257088370**	**187719598**	**73.02**	**187719548**	**50**	**100.00**	**0.00**

* This excludes invalid votes



Resolution 2 - Declaration of dividend on equity shares for the year ended March 31, 2015
Ordinary Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	120179728	92.72	120179728	0	100.00	0.00
Public Institutional Holders	79259723	60245840	76.01	60245840	0	100.00	0.00
Public-Others	48218191	152701	0.32	152651	50	99.97	0.03
Total (A)	**257088370**	**180578269**	**70.24**	**180578219**	**50**	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3240	0.01	3240	0	100.00	0.00
Total (B)	**257088370**	**8265475**	**3.22**	**8265475**	**0**	**100.00**	0.00
Result (A+B)	**257088370**	**188843744**	**73.45**	**188843694**	**50**	**100.00**	**0.00**

* This excludes invalid votes

Resolution 3 - Re-appointment of Mr. H. V. Goenka as a director of the Company
Ordinary Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	120179728	92.72	120179728	0	100.00	0.00
Public Institutional Holders	79259723	60245840	76.01	60245840	0	100.00	0.00
Public-Others	48218191	152701	0.32	152031	670	99.56	0.44
Total (A)	**257088370**	**180578269**	**70.24**	**180577599**	**670**	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3535	0.01	3535	0	100.00	0.00
Total (B)	**257088370**	**8265770**	**3.22**	**8265770**	**0**	**100.00**	0.00
Result (A+B)	**257088370**	**188844039**	**73.45**	**188843369**	**670**	**100.00**	**0.00**

* This excludes invalid votes

Resolution 4 - Ratify appointment of M/s. Deloitte Haskins & Sells as the Statutory Auditor of the Company
Ordinary Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	120179728	92.72	120179728	0	100.00	0.00
Public Institutional Holders	79259723	60245840	76.01	59121599	1124241	98.13	1.87
Public-Others	48218191	152601	0.32	152551	50	99.97	0.03
Total (A)	**257088370**	**180578169**	**70.24**	**179453878**	**1124291**	99.38	0.62
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3240	0.01	3240	0	100.00	0.00
Total (B)	**257088370**	**8265475**	**3.22**	**8265475**	**0**	**100.00**	0.00
Result (A+B)	**257088370**	**188843644**	**73.45**	**187719353**	**1124291**	**99.40**	**0.60**

* This excludes invalid votes

Resolution 5 - Appointment of Branch Auditors
Ordinary Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	120179728	92.72	120179728	0	100.00	0.00
Public Institutional Holders	79259723	60245840	76.01	60245840	0	100.00	0.00
Public-Others	48218191	150541	0.31	148411	2130	98.59	1.41
Total (A)	**257088370**	**180576109**	**70.24**	**180573979**	**2130**	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3240	0.01	3240	0	100.00	0.00
Total (B)	**257088370**	**8265475**	**3.22**	**8265475**	**0**	**100.00**	0.00
Result (A+B)	**257088370**	**188841584**	**73.45**	**188839454**	**2130**	**100.00**	**0.00**

* This excludes invalid votes

Resolution 6 - Ratify remuneration payable to Cost Auditors
Ordinary Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	120179728	92.72	120179728	0	100.00	0.00
Public Institutional Holders	79259723	60245840	76.01	60245840	0	100.00	0.00
Public-Others	48218191	152601	0.32	148496	4105	97.31	2.69
Total (A)	**257088370**	**180578169**	**70.24**	**180574064**	**4105**	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3240	0.01	3240	0	100.00	0.00
Total (B)	**257088370**	**8265475**	**3.22**	**8265475**	**0**	**100.00**	0.00
Result (A+B)	**257088370**	**188843644**	**73.45**	**188839539**	**4105**	**100.00**	**0.00**

* This excludes invalid votes



Resolution 7 - Appointment of Mrs. Nirupama Rao as Independent Director
Ordinary Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	120179728	92.72	120179728	0	100.00	0.00
Public Institutional Holders	79259723	60245840	76.01	60245840	0	100.00	0.00
Public-Others	48218191	152701	0.32	149156	3545	97.68	2.32
Total (A)	**257088370**	**180578269**	**70.24**	**180574724**	**3545**	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3240	0.01	3240	0	100.00	0.00
Total (B)	**257088370**	**8265475**	**3.22**	**8265475**	**0**	**100.00**	0.00
Result (A+B)	**257088370**	**188843744**	**73.45**	**188840199**	**3545**	**100.00**	**0.00**

* This excludes invalid votes



Resolution 8 - Appointment of Mr. A. T. Vaswani as Independent Director
Ordinary Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	120179728	92.72	120179728	0	100.00	0.00
Public Institutional Holders	79259723	60245840	76.01	60233310	12530	99.98	0.02
Public-Others	48218191	151191	0.31	150046	1145	99.24	0.76
Total (A)	**257088370**	**180576759**	**70.24**	**180563084**	**13675**	99.99	0.01
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3535	0.01	3535	0	100.00	0.00
Total (B)	**257088370**	**8265770**	**3.22**	**8265770**	**0**	**100.00**	0.00
Result (A+B)	**257088370**	**188842529**	**73.45**	**188828854**	**13675**	**99.99**	**0.01**

* This excludes invalid votes

Resolution 9 - Payment of Commission to Non-Executive Directors
Ordinary Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	120179728	92.72	120179728	0	100.00	0.00
Public Institutional Holders	79259723	60245840	76.01	54036945	6208895	89.69	10.31
Public-Others	48218191	152151	0.32	33865	118286	22.26	77.74
Total (A)	**257088370**	**180577719**	**70.24**	**174250538**	**6327181**	96.50	3.50
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3240	0.01	3240	0	100.00	0.00
Total (B)	**257088370**	**8265475**	**3.22**	**8265475**	**0**	**100.00**	0.00
Result (A+B)	**257088370**	**188843194**	**73.45**	**182516013**	**6327181**	**96.65**	**3.35**

* This excludes invalid votes



Resolution 10 - Approval of Related Party Transaction
Special Resolution

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
Mode of Voting: (E-voting)							
Promoter and Promoter Group	129610456	50633112	39.07	50633112	0	100.00	0.00
Public Institutional Holders	79259723	60245840	76.01	60233310	12530	99.98	0.02
Public-Others	48218191	152521	0.32	147620	4901	96.79	3.21
Total (A)	**257088370**	**111031473**	**43.19**	**111014042**	**17431**	99.98	0.02
Mode of Voting: (Poll)							
Promoter and Promoter Group	129610456	8262235	6.37	8262235	0	100.00	0.00
Public Institutional Holders	79259723	0	0.00	0	0	0.00	0.00
Public-Others	48218191	3240	0.01	3240	0	100.00	0.00
Total (B)	**257088370**	**8265475**	**3.22**	**8265475**	**0**	**100.00**	0.00
Result (A+B)	**257088370**	**119296948**	**46.40**	**119279517**	**17431**	**99.99**	**0.01**

* This excludes invalid votes



PARIKH PAREKH & ASSOCIATES (Regd.)
COMPANY SECRETARIES

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Sab TV Lane, Opp Laxmi Industrial Estate
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To,
The Chairman
KEC INTERNATIONAL LIMITED
RPG House,
463, Dr. Annie Besant Road, Worli,
Mumbai-400030

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms 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 at the Annual General Meeting of KEC International Limited held on Wednesday, July 29, 2015 at 3.30p.m.

I, P. N. Parikh, of M/s. Parikh Parekh & Associates, Practicing 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 by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of KEC International Limited held on Wednesday, July 29, 2015 at 3.30p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on July 29, 2015.

The Notice dated May 06, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders

PARIKH PAREKH & ASSOCIATES MUMBAI Company Secretaries

of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.

The shareholders of the company holding shares as on the "cut-off" date of July 22, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Friday, July 24, 2015 at 09:00 a.m. (IST) and ended on Tuesday, July 28, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, 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 Annual General Meeting the votes cast there under were counted. No physical ballot papers were received.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.



Resolution 1: Ordinary Resolution

Adoption of:

a. **the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and**

b. **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2015, together with the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
198	18,77,19,548	100.00 (Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	50	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	**85**



Resolution 2: Ordinary Resolution

Declaration of dividend for the financial year ended March 31, 2015.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
201	18,88,43,694	100.00 (Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	50	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	**380**



Resolution 3 : Ordinary Resolution

To appoint a Director in place of Mr. H.V. Goenka (DIN 00026726), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
197	18,88,43,369	100.00(Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	670	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	85

Resolution 4: Ordinary Resolution

To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (ICAI Firm Registration No. 117365W), as approved by members at the Ninth Annual General Meeting as Statutory Auditors of the company to hold office until the conclusion of next(Twelfth) Annual General Meeting and to authorise the Board to fix their remuneration.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
197	18,77,19,353	99.40

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	11,24,291	0.60

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	**380**

Resolution 5: Ordinary Resolution

Appointment of Branch Auditors.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
198	18,88,39,454	100.00(Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	2,130	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	380



Resolution 6: Ordinary Resolution

Remuneration payable to M/s Kirit Mehta & Co, Cost Accountants (Firm Registration No. 000353), Cost Auditors of the company for the FY 2015-2016.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
192	18,88,39,539	100.00(Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	4,105	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	380



Resolution 7: Ordinary Resolution

Appointment of Mrs. Nirupama Rao (DIN 06954879) as an Independent Director of the Company for a term of five years with effect from July 29, 2015 to July 28, 2020.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
193	18,88,40,199	100.00(Rounded Off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	3,545	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	**380**



Resolution 8: Ordinary Resolution

Appointment of Mr. A.T.Vaswani (DIN 00057953) as an Independent Director of the Company for a term of five years with effect from July 29, 2015 to July 28, 2020.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
190	18,88,28,854	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	13,675	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	**85**



Resolution 9: Ordinary Resolution

To approve payment of Commission to non Executive Directors not exceeding 5% of net profits of the Company for any financial year, computed as per the provisions of the Act.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
147	18,25,16,013	96.65

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
56	63,27,181	3.35

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	**380**

Resolution 10: Special Resolution

Approval of Related Party Transactions

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
187	11,92,79517	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	17,431	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	380

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 29, 2015