



**KEC INTERNATIONAL LTD.**  
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August 22, 2024

**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**

Dear Sir/Madam,

**Sub.: Disclosure under Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Summary of Proceedings and details of Voting Results & Scrutinizer's Report of the Nineteenth Annual General Meeting of the Company**

Pursuant to Regulation 30 read with Para A of Part A in Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we enclose herewith the summary of proceedings of the Nineteenth Annual General Meeting ("AGM") of the Company held today, on Thursday, August 22, 2024, at 3:00 p.m. as **Annexure A**.

Further, pursuant to Regulation 44(3) of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we have enclosed herewith the details regarding the Voting Results of the businesses transacted at the AGM in the prescribed format along with the Consolidated Report of the Scrutinizer dated August 22, 2024, on the remote e-voting and e-voting at the AGM, as **Annexure B** and **Annexure C**, respectively. All the resolutions at the AGM were approved by the members with the requisite majority.

The above information will be uploaded on the website of the Company i.e. [www.kecrpg.com](http://www.kecrpg.com) and on the website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the same on records.

Thanking you,  
**For KEC International Limited**

**Suraj Eksambekar**  
**Company Secretary and Compliance Officer**

Encl: as above



**Proceedings of the AGM**

The Nineteenth Annual General Meeting (“AGM”/“Meeting”) of KEC International Limited (“Company”), was held on Thursday, August 22, 2024, at 03:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

Mr. Harsh. V. Goenka, Chairman of the Company, chaired the Meeting. The Meeting was attended by 58 Members through VC / OAVM facility provided through WebEx and Webcast facility of National Securities Depository Limited (“NSDL”). After ascertaining that the requisite quorum was present, the Chairman called the Meeting to order at 03:00 p.m. and welcomed the Members to the AGM.

The Chairman informed the Members, that the Nineteenth AGM of the Company was convened through VC / OAVM, in accordance with various circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman then introduced the Members of the Board who were attending the Meeting as mentioned hereunder:

1. Mr. Vimal Kejriwal, Managing Director & CEO
2. Mr. Arvind Singh, Independent Director
3. Mr. M. S. Unnikrishnan, Independent Director and Chairman of the Nomination and Remuneration Committee
4. Ms. Neera Saggi, Independent Director
5. Ms. Nirupama Rao, Independent Director and Chairperson of the Stakeholders’ Relationship Committee
6. Mr. Vimal Bhandari, Independent Director and Chairman of the Audit Committee
7. Mr. Vinayak Chatterjee, Non- Executive Director
8. Dr. Shirish Sankhe, Independent Director

He informed that Mr. Vikram Gandhi, Independent Director, was unable to attend this AGM due to personal exigencies. He further informed that the representatives of Statutory Auditors viz., Price Waterhouse Chartered Accountants LLP and Secretarial Auditors viz., Parikh Parekh & Associates, were also attending the Meeting.

The Chairman also informed the Members that there was no proxy facility available for the Meeting, as it was dispensed with by MCA and SEBI, while other statutory registers were available for inspection electronically.

The Chairman informed that the Notice of the Meeting was already sent to the Members in accordance with the circulars issued by the MCA and SEBI and therefore was taken as read. He mentioned that the Auditors’ Report, as well as Secretarial Auditors’ Report, did not contain any qualification, observation or adverse comment, hence, it was not required to read these Reports at the Meeting.

The Chairman addressed the Members highlighting *inter alia* the financial performance of the Company for the financial year 2023-24, the performance of various businesses and order book position.



Mr. Suraj Eksambekar, Company Secretary of the Company, informed the Members that 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 that the facility to vote at the Meeting through the e-voting platform of NSDL has been provided to those Members who did not exercise their vote through remote e-voting. He further informed that Mr. P.N. Parikh of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for remote e-voting as well as e-voting at the AGM and who would hand over the combined report on voting within two working days of the conclusion of the AGM.

The Chairman then invited the Member(s) who had registered themselves as Speaker(s) in advance by sending request from their registered e-mail ID to express their views/ask questions at the AGM. The Chairman then replied to the queries raised at the AGM by the Member(s).

The Chairman thanked the Members for attending the Meeting and declared the Meeting as concluded and informed that those Members who have not voted through remote e-voting may cast their votes during the next 15 minutes and authorized the Company Secretary of the Company to receive the voting results and intimate the same to the stock exchanges.

Items of business as mentioned in the Notice convening the AGM, which were put to vote through remote e-voting and voting at 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon. b) Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2024, together with the Report of the Auditors thereon	Ordinary
2	Declaration of Dividend on Equity Shares at the rate of Rs. 4/- (Rupees Four only) per Equity Share for the financial year ended March 31, 2024	Ordinary
3	Re-appointment of Mr. Harsh V. Goenka (DIN: 00026726), as Director, liable to retire by rotation	Ordinary
4	Ratification of remuneration to the Cost Auditor	Ordinary
5	Appointment of Mr. Arvind Singh (DIN: 02780573) as an Independent Director	Special
6	Re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as the Managing Director & Chief Executive Officer, for a period of one year w.e.f. April 1, 2025 to March 31, 2026	Special
7	Approval for payment of Commission to Mr. Harsh V. Goenka, Non-Executive Chairman	Special
8	Raising of funds by issuance of equity shares and/ or any other equity-based instruments, through qualified institutions placement and/or any other permissible mode	Special

All the resolutions at the AGM were passed with the requisite majority. The AGM concluded at 3:31 p.m. (IST), including the time allowed for e-voting at the AGM.



## KEC International Limited

Details regarding the voting results of the businesses transacted at the AGM  
in terms of Regulation 44 of the SEBI Listing Regulations

<b>Date of Annual General Meeting</b>	Thursday, August 22, 2024
<b>Total number of shareholders as on record date</b>	1,39,291 (As on Cut-off date for voting purpose i.e. August 16, 2024)
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
- Promoter and Promoter Group	Not Applicable
- Public	Not Applicable
<b>No. of shareholders attended the meeting through video conferencing</b>	
- Promoter and Promoter Group	23
- Public	35

## KEC International Limited

Resolution Required : (Ordinary)	<p>1 - (a) Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.</p> <p>(b) Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.</p>
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Whether promoter/ promoter group are interested in the agenda/resolution?	No
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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]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	133369101	133369101	100.0000	133369101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>133369101</b>	<b>100.0000</b>	<b>133369101</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	96905313	87907227	90.7146	87907227	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87907227</b>	<b>90.7146</b>	<b>87907227</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	26813956	68632	0.2560	68484	148	99.7844	0.2156
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>68632</b>	<b>0.2560</b>	<b>68484</b>	<b>148</b>	<b>99.7844</b>	<b>0.2156</b>
<b>Total</b>		<b>257088370</b>	<b>221344960</b>	<b>86.0968</b>	<b>221344812</b>	<b>148</b>	<b>99.9999</b>	<b>0.0001</b>

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Resolution Required : (Ordinary) 2 - Declaration of Dividend on Equity Shares at the rate of Rs. 4/- (Rupees Four only) per Equity Share for the financial year ended March 31, 2024.

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

No

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]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	133369101	133369101	100.0000	133369101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>133369101</b>	<b>100.0000</b>	<b>133369101</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	96905313	87992570	90.8026	87992570	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87992570</b>	<b>90.8026</b>	<b>87992570</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	26813956	68632	0.2560	68378	254	99.6299	0.3701
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>68632</b>	<b>0.2560</b>	<b>68378</b>	<b>254</b>	<b>99.6299</b>	<b>0.3701</b>
<b>Total</b>		<b>257088370</b>	<b>221430303</b>	<b>86.1300</b>	<b>221430049</b>	<b>254</b>	<b>99.9999</b>	<b>0.0001</b>

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Resolution Required :(Ordinary)			3 - Re-appointment of Mr. Harsh V. Goenka (DIN: 00026726) as Director, liable to retire by rotation.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133369101	133369101	100.0000	133369101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>133369101</b>	<b>100.0000</b>	<b>133369101</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	96905313	87992570	90.8026	85362532	2630038	97.0111	2.9889
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87992570</b>	<b>90.8026</b>	<b>85362532</b>	<b>2630038</b>	<b>97.0111</b>	<b>2.9889</b>
Public Non Institutions	E-Voting	26813956	68632	0.2560	68029	603	99.1214	0.8786
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>68632</b>	<b>0.2560</b>	<b>68029</b>	<b>603</b>	<b>99.1214</b>	<b>0.8786</b>
<b>Total</b>		<b>257088370</b>	<b>221430303</b>	<b>86.1300</b>	<b>218799662</b>	<b>2630641</b>	<b>98.8120</b>	<b>1.1880</b>

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Resolution Required :(Ordinary)			4 - Ratification of Remuneration to the Cost Auditor.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133369101	133369101	100.0000	133369101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>133369101</b>	<b>100.0000</b>	<b>133369101</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	96905313	87992570	90.8026	87992570	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87992570</b>	<b>90.8026</b>	<b>87992570</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	26813956	68632	0.2560	68379	253	99.6314	0.3686
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>68632</b>	<b>0.2560</b>	<b>68379</b>	<b>253</b>	<b>99.6314</b>	<b>0.3686</b>
<b>Total</b>		<b>257088370</b>	<b>221430303</b>	<b>86.1300</b>	<b>221430050</b>	<b>253</b>	<b>99.9999</b>	<b>0.0001</b>



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Resolution Required : (Special)			5 - Appointment of Mr. Arvind Singh (DIN: 02780573) as an Independent Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133369101	133369101	100.0000	133369101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>133369101</b>	<b>100.0000</b>	<b>133369101</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	96905313	87992570	90.8026	87989886	2684	99.9969	0.0031
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87992570</b>	<b>90.8026</b>	<b>87989886</b>	<b>2684</b>	<b>99.9969</b>	<b>0.0031</b>
Public Non Institutions	E-Voting	26813956	68632	0.2560	67328	1304	98.1000	1.9000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>68632</b>	<b>0.2560</b>	<b>67328</b>	<b>1304</b>	<b>98.1000</b>	<b>1.9000</b>
<b>Total</b>		<b>257088370</b>	<b>221430303</b>	<b>86.1300</b>	<b>221426315</b>	<b>3988</b>	<b>99.9982</b>	<b>0.0018</b>

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**Resolution Required: (Special)**      **6 - Re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as the Managing Director & Chief Executive Officer, for a period of one year w.e.f. April 1, 2025 to March 31, 2026.**

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

No

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]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133369101	133369101	100.0000	133369101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>133369101</b>	<b>100.0000</b>	<b>133369101</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	96905313	87939671	90.7480	74060830	13878841	84.2178	15.7822
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87939671</b>	<b>90.7480</b>	<b>74060830</b>	<b>13878841</b>	<b>84.2178</b>	<b>15.7822</b>
Public Non Institutions	E-Voting	26813956	68632	0.2560	67216	1416	97.9368	2.0632
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>68632</b>	<b>0.2560</b>	<b>67216</b>	<b>1416</b>	<b>97.9368</b>	<b>2.0632</b>
<b>Total</b>		<b>257088370</b>	<b>221377404</b>	<b>86.1095</b>	<b>207497147</b>	<b>13880257</b>	<b>93.7300</b>	<b>6.2700</b>

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Resolution Required: (Special)			7 - Approval for payment of Commission to Mr. Harsh V. Goenka, Non-Executive Chairman.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133369101	133369101	100.0000	133369101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>133369101</b>	<b>100.0000</b>	<b>133369101</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	96905313	87939671	90.7480	69125362	18814309	78.6054	21.3946
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87939671</b>	<b>90.7480</b>	<b>69125362</b>	<b>18814309</b>	<b>78.6054</b>	<b>21.3946</b>
Public Non Institutions	E-Voting	26813956	67730	0.2526	65698	2032	96.9999	3.0001
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>67730</b>	<b>0.2526</b>	<b>65698</b>	<b>2032</b>	<b>96.9999</b>	<b>3.0001</b>
<b>Total</b>		<b>257088370</b>	<b>221376502</b>	<b>86.1091</b>	<b>202560161</b>	<b>18816341</b>	<b>91.5003</b>	<b>8.4997</b>

## KEC International Limited

Resolution Required: (Special)			8 - Raising of funds by issuance of equity shares and/or any other equity-based instruments, through qualified institutions placement and/or any other permissible mode					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133369101	133369101	100.0000	133369101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>133369101</b>	<b>100.0000</b>	<b>133369101</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	96905313	87939671	90.7480	62930553	25009118	71.5611	28.4389
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87939671</b>	<b>90.7480</b>	<b>62930553</b>	<b>25009118</b>	<b>71.5611</b>	<b>28.4389</b>
Public Non Institutions	E-Voting	26813956	68632	0.2560	67424	1208	98.2399	1.7601
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>68632</b>	<b>0.2560</b>	<b>67424</b>	<b>1208</b>	<b>98.2399</b>	<b>1.7601</b>
<b>Total</b>		<b>257088370</b>	<b>221377404</b>	<b>86.1095</b>	<b>196367078</b>	<b>25010326</b>	<b>88.7024</b>	<b>11.2976</b>

To,  
Mr. Harsh Goenka  
Chairman  
KEC International Limited  
RPG House, 463,  
Dr. Annie Besant Road,  
Worli, Mumbai – 400 030

Dear Sir,

**Sub: Consolidated Scrutinizer’s Report on 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 for the Nineteenth Annual General Meeting of KEC International Limited held on Thursday, August 22, 2024 at 3.00 p.m. (IST) through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’).**

I, P. N. Parikh, of 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 e-voting process (i.e. both remote e-voting and e-voting at the AGM) in respect of the below mentioned resolutions proposed at the Nineteenth Annual General Meeting (“AGM”) of KEC International Limited on Thursday, August 22, 2024 at 3.00 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated July 26, 2024, convening the AGM, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Link Intime India Private Limited/Depositories, in compliance with the General Circular dated April 08, 2020, April 13, 2020 read with General Circular dated May 5, 2020 and subsequent circulars issued from time to time, latest being No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023 and October 7, 2023 (collectively referred to as 'SEBI Circulars').

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

The Notice and Integrated Annual Report for FY 2023-24 was also uploaded on the Company's website at [www.kecrpg.com](http://www.kecrpg.com), websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.

The voting period for remote e-voting commenced on Monday, August 19, 2024 (09:00 a.m. IST) and ended on Wednesday, August 21, 2024, (05:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the Shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, August 16, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the entire e-voting process for the AGM and votes cast therein based on the data downloaded from the NSDL's e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, MCA Circulars and SEBI Circulars relating to e-voting on the resolutions contained in the notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I would like to mention that the voting rights of the Members were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 16, 2024 and as per the Register of Members of the Company.

Further as regards Shareholders who have split their votes "assent" as well as "dissent", while their votes are taken as cast, they have been counted only once for the purpose of number of members under the head "assent".

I now submit my Consolidated Report on the result of the e-voting in respect of the said resolutions, as under:

**Resolution 1: Ordinary Resolution**

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, 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, 2024, together with the Report of the 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
566	22,13,44,812	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	148	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**

To declare a Dividend on Equity Shares at the rate of Rs. 4/- (Rupees Four Only) per Equity Share for the financial year ended March 31, 2024.

(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
564	22,14,30,049	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
7	254	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**

**To appoint a Director in place of Mr. Harsh V. Goenka (DIN: 00026726), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.**

(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
535	21,87,99,662	98.81

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	26,30,641	1.19

(iii) **Invalid** votes:

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

**Resolution 4: Ordinary Resolution****Ratification of remuneration to the 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
563	22,14,30,050	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
8	253	0.00

(iii) **Invalid** votes:

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

**Resolution 5: Special Resolution****Appointment of Mr. Arvind Singh (DIN: 02780573) 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
555	22,14,26,315	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
16	3,988	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**

**Re-appointment of Mr. Vimal Kejriwal (DIN: 00026981) as the Managing Director & Chief Executive Officer.**

(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
438	20,74,97,147	93.73

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
131	1,38,80,257	6.27

(iii) **Invalid** votes:

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

**Resolution 7: Special Resolution****Approval for payment of Commission to Mr. Harsh V. Goenka, 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
418	20,25,60,161	91.50

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
149	1,88,16,341	8.50

(iii) **Invalid** votes:

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

**Resolution 8: Special Resolution**

**Raising of funds by issuance of equity shares and/ or any other equity based instruments, through qualified institutions placement and/or any other permissible mode.**

(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
422	19,63,67,078	88.70

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
147	2,50,10,326	11.30

(iii) **Invalid** votes:

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

Thanking you,  
Yours faithfully,

Pravinchandra  
Nahalchandra  
Parikh  
Date: 2024.08.22  
18:28:00 +05'30'

P. N. Parikh  
FCS: 327 CP No.: 1228  
Parikh Parekh & Associates  
Practising Company Secretaries  
P/R No.: 723/2020  
UDIN: F000327F001024341  
111,11<sup>th</sup> 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: 22.08.2024

For KEC International Limited

Suraj  
Prakash  
Eksambekar

Suraj Eksambekar  
Company Secretary

Digitally signed by Suraj Prakash Eksambekar  
DN: c=IN, o=Personali, DN=6448,  
personalEmail=7307274642@18855646119460  
11.4.2024-12:23:58.826, cn=Suraj Prakash Eksambekar  
ba99ca322e0850e6d80067c55,  
serialCode=41 1038, o=Maharashtra,  
serialNumber=C204984163098F5323873364499  
3031616bedae92ce8ff3c39397b-6d cm=Suraj  
Prakash Eksambekar  
Date: 2024.08.22 19:11:19 +05'30'