

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: <u>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.</u>

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

MUMBAI E



Annexure-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 Special Director & CEO					
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.



KEC International Limited 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 % of Votes Polled % of Votes in Voting No. of Votes No. of Votes No. of votes on outstanding % of Votes against No. of favour on votes shares held shares - in favour -Against polled on votes polled polled [6]={[4]/[2]}*100 [1] [2] [3]={[2]/[1]}*100 [4] [5] [7]={[5]/[2]}*100 E-Voting 132008859 100.00 132008859 0 100.00 0.00 0.00 0 0.00 Poll 0.00 Promoter and Promoter 132008859 Group 0.00 0.00 0.00 Postal Ballot 0 132008859 0 132008859 100.00 100.00 0.00 Total 70480747 0 0.00 E-Voting 70480747 82.43 100.00 0.00 0 0.00 0.00 Poll 85502215 Public Institutions Postal Ballot 0.00 0 0.00 0.00 70480747 0 0.00 Total 70480747 82.43 100.00 2.55 897 99.91 0.09 1007715 E-Voting 1008612 0.00 3.96 0 100.00 1568605 1568605 Poll 39577296 Public Non Institutions Postal Ballot 0.00 0.00 0.00 2577217 6.51 **Total** 2576320 897 99.97 0.03 257088370 205066823 205065926 Total 79.77 897 100.00 0.00



KEC International Limited Resolution Required: (Ordinary) 2 - Declaration of Dividend for the financial year 2018-19. Whether promoter/ promoter group are interested in the agenda/resolution? Mode of Category Voting % of Votes Polled % of Votes in No. of Votes No. of Votes on outstanding No. of No. of votes favour on votes % of Votes against shares held polled shares - in favour polled -Against on votes polled [1] [2] [3]={[2]/[1]}*100 [4] [5] [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 E-Voting 100.00 132008859 0 132008859 100.00 0.00 0.00 0 0.00 0.00 Poll Promoter and Promoter 132008859 Group Postal Ballot 0.00 0 0.00 0.00 132008859 100.00 132008859 0 100.00 0.00 Total 70515247 0 100.00 0.00 E-Voting 70515247 82.47 0.00 0 0.00 0.00 Poll 85502215 **Public Institutions** 0.00 0.00 0.00 Postal Ballot 70515247 82.47 70515247 0 100.00 0.00 Total 252 99.98 E-Voting 1008612 2.55 1008360 0.03 3.96 1568605 100.00 0.00 Poll 1568605 0 **Public Non Institutions** 39577296 0.00 0 0.00 0.00 Postal Ballot 2577217 6.51 2576965 252 99.99 0.01 Total 252 257088370 205101323 79.78 205101071 100.00 Total 0.00



KEC International Limited 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? Mode of Category Voting % of Votes Polled % of Votes in No. of Votes No. of Votes No. of No. of votes on outstanding favour on votes % of Votes against shares held polled shares - in favour -Against polled on votes polled [2] [3]={[2]/[1]}*100 [4] [5] [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 [1] 132008859 100.00 132008859 100.00 E-Voting 0 0.00 0.00 0.00 0.00 Poll Promoter and Promoter 132008859 Group 0.00 0.00 0.00 Postal Ballot 132008859 100.00 132008859 0 100.00 0.00 Total 70515247 0 100.00 0.00 70515247 82.47 E-Voting 0.00 0.00 0.00 Poll 85502215 **Public Institutions** 0.00 0.00 0.00 Postal Ballot 0.00 70515247 82.47 70515247 100.00 Total 962 99.90 0.10 1008612 2.55 1007650 E-Voting 1568605 100.00 0.00 Poll 1568605 3.96 0 39577296 **Public Non Institutions** 0.00 0.00 0.00 Postal Ballot 962 2577217 6.51 2576255 99.96 0.04 **Total** 257088370 205101323 79.78 205100361 962 Total 100.00 0.00



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



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



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



KEC International Limited Resolution Required: (Special) 7 - Re-appointment of Mr. G. L. Mirchandani (DIN: 00026664) as an Independent Director. Whether promoter/ promoter group are interested in the agenda/resolution? Category Mode of Voting % of Votes Polled % of Votes in No. of Votes No. of Votes No. of No. of votes on outstanding favour on votes % of Votes against shares held polled shares - in favour -Against polled on votes polled [1] [2] [3]={[2]/[1]}*100 [4] [5] [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 132008859 132008859 100.00 E-Voting 0 0.00 100.00 0.00 0 0.00 0.00 Poll Promoter and Promoter 132008859 Group 0.00 0.00 0.00 Postal Ballot 132008859 100.00 132008859 0 100.00 Total 0.00 114042 E-Voting 99.82 63340028 74.08 63225986 0.18 0.00 0.00 Poll 0 0.00 85502215 **Public Institutions** 0.00 0.00 0.00 Postal Ballot 63340028 74.08 63225986 114042 99.82 0.18 Total 77.84 22.16 E-Voting 794134 2.01 618123 176011 3.96 1568605 100.00 0.00 Poll 1568605 0 39577296 **Public Non Institutions** 0.00 0.00 Postal Ballot 0.00 92.55 7.45 5.97 2186728 176011 2362739 Total Total 257088370 197711626 76.90 197421573 290053 0.15 99.85



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



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



	KEC International Limited							
Resolution Required : (Speci	ial)		10 - Re-appoin	itment of Mr. Vinayak	c Chatterjee (D	IN: 00008933) a	as an Independent Di	rector
Whether promoter/ promot the agenda/resolution?	er group are in	iterested in						
Category	Mode of Voting			% of Votes Polled			% of Votes in	
		No. of shares held	No. of votes	on outstanding shares	No. of Votes – in favour	No. of Votes -Against	favour on votes polled	% of Votes against on votes polled
1	1	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		132008859	100.00		0	100.00	
Promoter and Promoter	Poll		0	0.00	0	0	0.00	0.00
Group		132008859		0.00			0.00	0.00
1	Postal Ballot	1	0 132008859	0.00 100.00		170	0.00 100.00	
	Total		63340028				99.80	
1	E-Voting Poll	1	03340028	0.00			0.00	
Public Institutions	POII	85502215		0.00			0.00	0.00
0.0000000000000000000000000000000000000	Postal Ballot	1	0	0.00	0	0	0.00	0.00
1	Total		63340028	74.08	63211580	128448	99.80	0.20
	E-Voting		1008612	2.55	1008525	87	99.99	0.01
1	Poll		1568605	3.96	1568605	0	100.00	0.00
Public Non Institutions		39577296						
1	Postal Ballot]	0	0.00	0	0	0.00	0.00
	Total		2577217	6.51	2577130	87	100.00	0.00
Total	1	257088370	197926104	76.99	197797569	128535	99.94	0.06



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



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



KEC International Limited 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 % of Votes Polled % of Votes in No. of No. of votes on outstanding No. of Votes No. of Votes % of Votes against favour on votes shares held polled on votes polled shares - in favour -Against polled [2] [3]={[2]/[1]}*100 [4] [1] [5] [6]={[4]/[2]}*100 [7]={[5]/[2]}*100 132008859 132008859 E-Voting 100.00 0 100.00 0.00 0 0.00 0 0.00 Poll 0.00 Promoter and Promoter 132008859 Group 0.00 0.00 0.00 Postal Ballot 132008859 132008859 Total 100.00 100.00 0.00 8079063 74.08 55260965 87.24 E-Voting 63340028 12.76 0.00 0.00 0.00 Poll 0 85502215 Public Institutions 0.00 Postal Ballot 0.00 0.00 63340028 74.08 55260965 8079063 87.24 12.76 Total 1008612 2.55 1008450 162 99.98 0.02 E-Voting 100.00 Poll 1568605 3.96 1568605 0.00 39577296 Public Non Institutions Postal Ballot 0.00 0.00 0.00 2577217 162 99.99 Total 6.51 2577055 0.01 Total 257088370 197926104 76.99 189846879 8079225 4.08 95.92



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

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 14th 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 14th 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 voted	of	members	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	Number of valid votes	% of total number of
voted		cast by them	valid votes cast
	4	897	0.00

Number	of	members	Number of invalid votes
whose declared	vote invali		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 voted	of	members	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 member voted	rs Number of valid votes cast by them	% of total number of valid votes cast
	4 252	0.00

Number whose declared	vote		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 voted	of	members	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 o	of members	Number of valid votes	% of total number of
voted		cast by them	valid votes cast
	6	962	0.00

Number whose declared	votes	nembers were	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 voted	of	members	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 voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
		4	897	0.00

Number whose declared	vote		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 voted	of	members	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 voted	of	members	Number of valid votes cast by them	% of total number of valid votes cast
		4	72	0.00

Number whose	of m	embers were	Number of invalid votes cast by them
declared		Were	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 voted	of	members	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	Number of valid votes	% of total number of
voted			cast by them	valid votes cast
		14	21,11,215	1.07

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

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

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

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

Number whose declared	vote		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 member	ers Number of valid votes	% of total number of
voted	cast by them	valid votes cast
1	87 19,77,68,891	99.92

(ii) Voted against the resolution:

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

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

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

(iii) Invalid votes:

Number whose	of vote	members es were	Number of invalid votes cast by them
declared			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

