



**KEC INTERNATIONAL LTD.**  
RPG House  
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Worli, Mumbai 400030, India  
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www.kecrpg.com

August 07, 2020

**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: 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 Fifteenth Annual General Meeting of the Company.**

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 Fifteenth Annual General Meeting (AGM) of the Company held on Friday, August 07, 2020 at 03:00 p.m. as **Annexure A**.

Further, pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 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 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**

**Amit Kumar Gupta**  
**Company Secretary and Compliance Officer**  
Encl: as above

**Proceedings of the AGM**

The Fifteenth Annual General Meeting ('AGM') of KEC International Limited ('the Company'), was held on Friday, August 07, 2020 at 3:00 P.M. (IST) through Video Conference or Other Audio-Visual Means.

Mr. H. V. Goenka, Chairman of the Company, chaired the meeting and after ascertaining the quorum, called the meeting to order at 03:00 p.m. The Chairman welcomed the Members to the AGM.

The Chairman informed the Members that In view of the continuing COVID-19 pandemic, and to ensure social distancing norms, the Fifteenth Annual General Meeting of the Company was convened through Video Conferencing or Other Audio-Visual Means, in accordance with various circulars issued by the Ministry of Corporate Affairs in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations 2015.

The members of the Board who were attending the meeting then introduced themselves.

The Chairman informed that the representatives of Statutory Auditors "Price Waterhouse Chartered Accountants LLP" and Secretarial Auditors "Parikh Parekh & Associates" were also attending this meeting.

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

The Chairman informed that the Notice of the meeting was already sent to the members 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 shareholders highlighting *inter-alia* the financial performance of the Company for the financial year 2019-20, performance of various businesses, order book position etc.

Mr. Amit Kumar Gupta, 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 Company has provided the facility to vote at the meeting through e-voting platform of NSDL to those Members who did not exercise their vote through remote e-voting. He further informed that Mr. P.N. Parikh and failing him Ms. Jigyasa Ved of M/s. Parikh Parekh & Associates, Practicing Company Secretaries were appointed as the Scrutinizer for remote e-voting as well as e-voting at the AGM and they would hand over the combined report on voting within forty eight hours of conclusion of the AGM.

The Chairman then invited the Members who had registered themselves in advance by sending request from their registered email id to express their views/ask questions in the AGM. The Chairman replied to the queries raised in the AGM.

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 next 15 minutes and authorised the Company Secretary of the Company to receive the voting results and intimate 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:

<b>Sr. No</b>	<b>Businesses conducted at the AGM</b>	<b>Type of Resolution</b>
1	(a) Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2020, together with Reports of Directors and Auditors thereon. (b) Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2020, together with Report of Auditors thereon.	Ordinary
2	Confirmation of payment of Interim Dividend of Rs. 3.40/- per Equity Share paid during the financial year, as final dividend for the financial year 2019-20.	Ordinary
3	Re-appointment of Mr. H. V. Goenka (DIN: 00026726) as Director, liable to retire by rotation.	Ordinary
4	Appointment of Branch Auditors.	Ordinary
5	Ratification of remuneration to Cost Auditor.	Ordinary
6	Appointment of Mr. Vikram Gandhi (DIN: 05168309) as an Independent Director.	Ordinary
7	Appointment of Mr. M. S. Unnikrishnan (DIN: 01460245) as an Independent Director.	Ordinary
8	Re-appointment of Mr. A. T. Vaswani (DIN: 00057953) as an Independent Director.	Special
9	Re-appointment of Ms. Nirupama Rao (DIN: 06954879) as an Independent Director.	Special
10	Approval for payment of Commission to Mr. H. V. Goenka, Non-Executive Chairman.	Special

All the resolutions at AGM were passed with requisite majority.

**KEC International Limited**  
**Details regarding the voting results of the business transacted at the AGM**  
**In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)**  
**Regulations 2015**

<b>Date of Annual General Meeting</b>	Friday, August 07, 2020
<b>Total number of shareholders as on record date</b>	97, 121
<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	28
Public	57

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			<p><b>1 - (a) Adoption of Audited Standalone Financial Statements for the financial year ended March 31, 2020, together with Reports of Directors and Auditors thereon.</b></p> <p><b>(b) Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2020, together with Report of Auditors thereon.</b></p>					
Resolution Required : (Ordinary)								
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	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	76612105	81.4692	76612105	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>76612105</b>	<b>81.4692</b>	<b>76612105</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30226333	463668	1.5340	463264	404	99.9129	0.0871
	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>463668</b>	<b>1.5340</b>	<b>463264</b>	<b>404</b>	<b>99.9129</b>	<b>0.0871</b>
<b>Total</b>		<b>257088370</b>	<b>209899680</b>	<b>81.6450</b>	<b>209899276</b>	<b>404</b>	<b>99.9998</b>	<b>0.0002</b>

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Resolution Required : (Ordinary)		2 - Confirmation of payment of Interim Dividend of Rs. 3.40/- per Equity Share paid during the financial year, as final dividend for the financial year 2019-20.						
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	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	76651358	81.5109	76651358	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>76651358</b>	<b>81.5109</b>	<b>76651358</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30226333	463648	1.5339	462975	673	99.8548	0.1452
	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>463648</b>	<b>1.5339</b>	<b>462975</b>	<b>673</b>	<b>99.8548</b>	<b>0.1452</b>
<b>Total</b>		<b>257088370</b>	<b>209938913</b>	<b>81.6602</b>	<b>209938240</b>	<b>673</b>	<b>99.9997</b>	<b>0.0003</b>

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Resolution Required : (Ordinary)		3 - Re-appointment of Mr. H. 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
Promoter and Promoter Group	E-Voting	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	76261477	81.0963	76054182	207295	99.7282	0.2718
	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>76261477</b>	<b>81.0963</b>	<b>76054182</b>	<b>207295</b>	<b>99.7282</b>	<b>0.2718</b>
Public Non Institutions	E-Voting	30226333	463648	1.5339	460252	3396	99.2675	0.7325
	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>463648</b>	<b>1.5339</b>	<b>460252</b>	<b>3396</b>	<b>99.2675</b>	<b>0.7325</b>
<b>Total</b>		<b>257088370</b>	<b>209549032</b>	<b>81.5086</b>	<b>209338341</b>	<b>210691</b>	<b>99.8995</b>	<b>0.1005</b>

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Resolution Required : (Ordinary)		4 - Appointment of Branch Auditors.						
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	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	76646605	81.5059	76646605	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>76646605</b>	<b>81.5059</b>	<b>76646605</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30226333	463460	1.5333	462661	799	99.8276	0.1724
	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>463460</b>	<b>1.5333</b>	<b>462661</b>	<b>799</b>	<b>99.8276</b>	<b>0.1724</b>
<b>Total</b>		<b>257088370</b>	<b>209933972</b>	<b>81.6583</b>	<b>209933173</b>	<b>799</b>	<b>99.9996</b>	<b>0.0004</b>



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Resolution Required : (Ordinary)		5 - Ratification of Remuneration to 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
Promoter and Promoter Group	E-Voting	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	76646605	81.5059	76646605	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>76646605</b>	<b>81.5059</b>	<b>76646605</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	30226333	463645	1.5339	462629	1016	99.7809	0.2191
	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>463645</b>	<b>1.5339</b>	<b>462629</b>	<b>1016</b>	<b>99.7809</b>	<b>0.2191</b>
<b>Total</b>		<b>257088370</b>	<b>209934157</b>	<b>81.6584</b>	<b>209933141</b>	<b>1016</b>	<b>99.9995</b>	<b>0.0005</b>

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Resolution Required : (Ordinary)		6 - Appointment of Mr. Vikram Gandhi (DIN: 05168309) 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
Promoter and Promoter Group	E-Voting	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	68446606	72.7860	68435127	11479	99.9832	0.0168
	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>68446606</b>	<b>72.7860</b>	<b>68435127</b>	<b>11479</b>	<b>99.9832</b>	<b>0.0168</b>
Public Non Institutions	E-Voting	30226333	463648	1.5339	460847	2801	99.3959	0.6041
	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>463648</b>	<b>1.5339</b>	<b>460847</b>	<b>2801</b>	<b>99.3959</b>	<b>0.6041</b>
<b>Total</b>		<b>257088370</b>	<b>201734161</b>	<b>78.4688</b>	<b>201719881</b>	<b>14280</b>	<b>99.9929</b>	<b>0.0071</b>

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Resolution Required : (Ordinary)		7 - Appointment of Mr. M. S. Unnikrishnan (DIN: 01460245) 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
Promoter and Promoter Group	E-Voting	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	68446606	72.7860	68357294	89312	99.8695	0.1305
	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>68446606</b>	<b>72.7860</b>	<b>68357294</b>	<b>89312</b>	<b>99.8695</b>	<b>0.1305</b>
Public Non Institutions	E-Voting	30226333	463648	1.5339	461684	1964	99.5764	0.4236
	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>463648</b>	<b>1.5339</b>	<b>461684</b>	<b>1964</b>	<b>99.5764</b>	<b>0.4236</b>
<b>Total</b>		<b>257088370</b>	<b>201734161</b>	<b>78.4688</b>	<b>201642885</b>	<b>91276</b>	<b>99.9548</b>	<b>0.0452</b>

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Resolution Required : (Special)		8 - Re-appointment of Mr. A. T. Vaswani (DIN: 00057953) 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
Promoter and Promoter Group	E-Voting	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	68446606	72.7860	43899094	24547512	64.1363	35.8637
	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>68446606</b>	<b>72.7860</b>	<b>43899094</b>	<b>24547512</b>	<b>64.1363</b>	<b>35.8637</b>
Public Non Institutions	E-Voting	30226333	463448	1.5333	460736	2712	99.4148	0.5852
	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>463448</b>	<b>1.5333</b>	<b>460736</b>	<b>2712</b>	<b>99.4148</b>	<b>0.5852</b>
<b>Total</b>		<b>257088370</b>	<b>201733961</b>	<b>78.4687</b>	<b>177183737</b>	<b>24550224</b>	<b>87.8304</b>	<b>12.1696</b>

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Resolution Required : (Special)		9 - Re-appointment of Ms. Nirupama Rao (DIN: 06954879) 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
Promoter and Promoter Group	E-Voting	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	68446606	72.7860	68086096	360510	99.4733	0.5267
	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>68446606</b>	<b>72.7860</b>	<b>68086096</b>	<b>360510</b>	<b>99.4733</b>	<b>0.5267</b>
Public Non Institutions	E-Voting	30226333	463648	1.5339	460934	2714	99.4146	0.5854
	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>463648</b>	<b>1.5339</b>	<b>460934</b>	<b>2714</b>	<b>99.4146</b>	<b>0.5854</b>
<b>Total</b>		<b>257088370</b>	<b>201734161</b>	<b>78.4688</b>	<b>201370937</b>	<b>363224</b>	<b>99.8199</b>	<b>0.1801</b>

## KEC International Limited

Resolution Required : (Special)		10 - Approval for payment of Commission to Mr. H. 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
Promoter and Promoter Group	E-Voting	132823907	132823907	100.0000	132823907	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>132823907</b>	<b>100.0000</b>	<b>132823907</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	94038130	68220587	72.5457	66127381	2093206	96.9317	3.0683
	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>68220587</b>	<b>72.5457</b>	<b>66127381</b>	<b>2093206</b>	<b>96.9317</b>	<b>3.0683</b>
Public Non Institutions	E-Voting	30226333	463698	1.5341	457851	5847	98.7390	1.2610
	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>463698</b>	<b>1.5341</b>	<b>457851</b>	<b>5847</b>	<b>98.7390</b>	<b>1.2610</b>
<b>Total</b>		<b>257088370</b>	<b>201508192</b>	<b>78.3809</b>	<b>199409139</b>	<b>2099053</b>	<b>98.9583</b>	<b>1.0417</b>

**PARIKH PAREKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office

111, 11<sup>th</sup> Floor, Sai-Dwar CHS Ltd  
Sab TV Lane, Opp Laxmi Industrial Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400053  
Tel No 26301232 / 26301233 / 26301240  
Email : [cs@parikhassociates.com](mailto:cs@parikhassociates.com)  
[parikh.associates@rediffmail.com](mailto:parikh.associates@rediffmail.com)

To,  
Mr. Harsh Goenka  
Chairman of the 15<sup>th</sup> Annual General Meeting  
KEC International Limited

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting before the 15<sup>th</sup> Annual General Meeting ('AGM') of KEC International Limited held on Friday, August 07, 2020 at 3.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and remote e-voting during the AGM, 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 Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')**

I, Jigyasa N. Ved, 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 remote e-voting process in respect of the below mentioned resolutions proposed at the 15<sup>th</sup> Annual General Meeting ('AGM') of KEC International Limited on Friday, August 07, 2020 at 3.00 p.m. (IST) through VC/OAVM.

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

The Notice dated May 29, 2020, 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 email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020.

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

The voting period for remote e-voting commenced on Tuesday, August 04, 2020 at 9.00 a.m. (IST) and ended on Thursday, August 06, 2020 at 5.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

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

The Shareholders of the Company holding shares as on the 'cut-off' date of Friday, July 31, 2020 were entitled to vote on the resolutions forming part of 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 remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the Notice of the AGM.

My responsibility as a 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 now submit my consolidated Report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

- A. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.**
- B. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, 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
392	20,98,99,276	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
9	404	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 confirm the payment of Interim Dividend of Rs.3.40 (Rupees Three and Forty Paise only) per Equity Share paid during the financial year, as final dividend on Equity Shares for the financial year 2019-20.**

(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
394	20,99,38,240	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
11	673	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. H. 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
370	20,93,38,341	99.90

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
30	2,10,691	0.10

(iii) Invalid votes:

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

**Resolution 4: Ordinary Resolution****Appointment of Branch Auditors of the Company.**(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
387	20,99,33,173	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
12	799	0.00

(iii) **Invalid** votes:

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

**Resolution 5: Ordinary Resolution****Ratification of Remuneration of Cost Auditors**(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
385	20,99,33,141	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
15	1,016	0.00

(iii) **Invalid** votes:

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

**Resolution 6: Ordinary Resolution****Appointment of Mr. Vikram Gandhi (DIN: 05168309) 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
383	20,17,19,881	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	14,280	0.01

(iii) **Invalid** votes:

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

**Resolution 7: Ordinary Resolution****Appointment of Mr. M. S. Unnikrishnan (DIN: 01460245) 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
381	20,16,42,885	99.95

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	91,276	0.05

(iii) **Invalid** votes:

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

**Resolution 8: Special Resolution**

**Re-appointment of Mr. A. T. Vaswani (DIN: 00057953) as an Independent Director for a second term of five years.**

(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
343	17,71,83,737	87.83

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
56	2,45,50,224	12.17

(iii) **Invalid** votes:

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



**Resolution 9: Special Resolution**

**Re-appointment of Ms. Nirupama Rao (DIN: 06954879) as an Independent Director for a second term of five years.**

(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
374	20,13,70,937	99.82

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
26	3,63,224	0.18

(iii) **Invalid** votes:

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

**Resolution 10: Special Resolution****Approval for payment of Commission to Mr. H. 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
351	19,94,09,139	98.96

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
49	20,99,053	1.04

(iii) **Invalid** votes:

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

Thanking you,  
Yours faithfully,

**Jigyasa**  
**Nilesh Ved**

Digitally signed by Jigyasa Nilesh Ved  
DN: c=IN, o=Personal, postalCode=400067,  
st=Maharashtra,  
2.5.4.20=c3cf96fced7bf0598e0531518f8ec5  
56f43e0f6742a0ef8a2a192c8ea7e3ee2,  
serialNumber=85a506f12d482687b77253  
ae478748bc387084792978fc387f84dab4eac  
3eb, cn=Jigyasa Nilesh Ved  
Date: 2020.08.07 18:03:30 +05'30'

Jigyasa N. Ved  
**Parikh Parekh & Associates**  
**Practising Company Secretaries**  
FCS: 6448 CP No.: 6018  
111,11<sup>th</sup> Floor, SaiDwar CHS Ltd  
Sab TV Lane, Opp.Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai – 400053

Place: Mumbai  
Dated: August 7, 2020