



KEC INTERNATIONAL LTD.
RPG House
463, Dr. Annie Besant Road
Worli, Mumbai 400030, India
+91 22 66670200
kecindia@kecrpg.com
www.kecrpg.com

June 14, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting results and Scrutinizer's Report on the Business transacted by way of Postal Ballot conducted through remote e-voting

Further to our letter dated May 15, 2024, intimating the dispatch of Notice of Postal Ballot ('Notice'), pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 108 and 110 of the Companies Act, 2013 together with the Companies (Management and Administration) Rules, 2014, we are submitting herewith the details of the voting results of the business transacted by way of Postal Ballot in the prescribed format along with the report of the Scrutinizer as *Annexure A* and *Annexure B* respectively.

We wish to inform you that the following resolutions as set out in the Notice, have been passed with requisite majority on June 14, 2024 (being the last date of remote e-Voting):

1. Appointment of Ms. Neera Saggi (DIN: 00501029) as an Independent Director (Special Resolution);
2. Appointment of Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director (Special Resolution);
3. Appointment of Dr. Shirish Sankhe (DIN: 10197152) as an Independent Director (Special Resolution);
4. Re-appointment of Mr. Vikram Gandhi (DIN: 05168309) as an Independent Director for a second term (Special Resolution);
5. Re-appointment of Mr. M.S. Unnikrishnan (DIN: 01460245) as an Independent Director for a second term (Special Resolution);
6. Approval for Material Related Party Transactions with Al Sharif Group & KEC Limited Company, a Subsidiary of the Company (Ordinary Resolution).



The above information will be uploaded on the website of the Company i.e. www.kecrpg.com and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com.

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For KEC International Limited

Rajeev Aggarwal

Chief Financial Officer

Encl: as above

KEC International Limited

A. Details regarding the voting results by way of Postal Ballot Process in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM/EGM	Not Applicable
Date of Postal Ballot Notice	Tuesday, May 07, 2024
Total number of shareholders as on record date	1,20,838 (As on Cut-off date for voting purpose i.e., May 10, 2024)
Voting Start Date & Time	Thursday, May 16, 2024, at 9:00 a.m. IST
Voting End Date & Time	Friday, June 14, 2024, at 05:00 p.m. IST
No. of shareholders present in the meeting either in person or through proxy	
- Promoter and Promoter Group	Not Applicable
- Public	Not Applicable
No. of shareholders attended the meeting through video conferencing	
- Promoter and Promoter Group	Not Applicable
- Public	Not Applicable

B. Results of the Postal Ballot

S. No	Agenda	Resolution Required	Mode of Voting	Result
1.	Appointment of Ms. Neera Saggi (DIN: 00501029) as an Independent Director	Special Resolution	Remote E-Voting	Passed with Requisite majority
2.	Appointment of Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director	Special Resolution	Remote E-Voting	Passed with Requisite majority
3.	Appointment of Dr. Shirish Sankhe (DIN: 10197152) as an Independent Director	Special Resolution	Remote E-Voting	Passed with Requisite majority
4.	Re-appointment of Mr. Vikram Gandhi (DIN: 05168309) as an Independent Director for a second term	Special Resolution	Remote E-Voting	Passed with Requisite majority

5.	Re-appointment of Mr. M. S. Unnikrishnan (DIN: 01460245) as an Independent Director for a second term	Special Resolution	Remote E-Voting	Passed with Requisite majority
6.	Approval for Material Related Party Transactions with Al Sharif Group & KEC Limited Company, a Subsidiary of the Company	Ordinary Resolution	Remote E-Voting	Passed with Requisite majority

KEC International Limited

Resolution Required : (Special)			1 - Appointment of Ms. Neera Saggi (DIN: 00501029) 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
	Total		133369101	100.0000	133369101	0	100.0000	0.0000
Public Institutions	E-Voting	97552090	87805764	90.0091	86404754	1401010	98.4044	1.5956
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87805764	90.0091	86404754	1401010	98.4044	1.5956
Public Non Institutions	E-Voting	26167179	127015	0.4854	125433	1582	98.7545	1.2455
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		127015	0.4854	125433	1582	98.7545	1.2455
Total		257088370	221301880	86.0801	219899288	1402592	99.3662	0.6338

KEC International Limited

Resolution Required : (Special)		2 - Appointment of Mr. Vimal Bhandari (DIN: 00001318) 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
	Total		133369101	100.0000	133369101	0	100.0000	0.0000
Public Institutions	E-Voting	97552090	87805764	90.0091	78599998	9205766	89.5158	10.4842
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87805764	90.0091	78599998	9205766	89.5158	10.4842
Public Non Institutions	E-Voting	26167179	126578	0.4837	125149	1429	98.8711	1.1289
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		126578	0.4837	125149	1429	98.8711	1.1289
Total		257088370	221301443	86.0799	212094248	9207195	95.8395	4.1605

KEC International Limited

Resolution Required : (Special)			3 - Appointment of Dr. Shirish Sankhe (DIN: 10197152) 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
	Total		133369101	100.0000	133369101	0	100.0000	0.0000
Public Institutions	E-Voting	97552090	87805764	90.0091	87802965	2799	99.9968	0.0032
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87805764	90.0091	87802965	2799	99.9968	0.0032
Public Non Institutions	E-Voting	26167179	126488	0.4834	124955	1533	98.7880	1.2120
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		126488	0.4834	124955	1533	98.7880	1.2120
Total		257088370	221301353	86.0799	221297021	4332	99.9980	0.0020

KEC International Limited

Resolution Required : (Special)		4 - Re-appointment of Mr. Vikram Gandhi (DIN: 05168309) as an Independent Director for a second term.						
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
	Total		133369101	100.0000	133369101	0	100.0000	0.0000
Public Institutions	E-Voting	97552090	87805764	90.0091	58907055	28898709	67.0879	32.9121
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87805764	90.0091	58907055	28898709	67.0879	32.9121
Public Non Institutions	E-Voting	26167179	126388	0.4830	123682	2706	97.8590	2.1410
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		126388	0.4830	123682	2706	97.8590	2.1410
Total		257088370	221301253	86.0798	192399838	28901415	86.9402	13.0598

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Resolution Required : (Special)		5 - Re-appointment of Mr. M.S. Unnikrishnan (DIN: 01460245) as an Independent Director for a second term.						
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
	Total		133369101	100.0000	133369101	0	100.0000	0.0000
Public Institutions	E-Voting	97552090	87805764	90.0091	87229723	576041	99.3440	0.6560
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87805764	90.0091	87229723	576041	99.3440	0.6560
Public Non Institutions	E-Voting	26167179	126388	0.4830	123946	2442	98.0679	1.9321
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		126388	0.4830	123946	2442	98.0679	1.9321
Total		257088370	221301253	86.0798	220722770	578483	99.7386	0.2614

KEC International Limited

Resolution Required : (Ordinary)		6 - Approval for Material Related Party Transactions with Al Sharif Group & KEC Limited Company, a Subsidiary of the Company.						
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	97552090	87805764	90.0091	73409918	14395846	83.6049	16.3951
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87805764	90.0091	73409918	14395846	83.6049	16.3951
Public Non Institutions	E-Voting	26167179	125435	0.4794	122736	2699	97.8483	2.1517
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		125435	0.4794	122736	2699	97.8483	2.1517
Total		257088370	87931199	34.2027	73532654	14398545	83.6252	16.3748

Office: 111, 11th floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (West), Mumbai-400 053.
Tel.: 26301232 / 26301233 Email: cs@parikhassociates.com Website: www.parikhassociates.com Firm Unique Code: P1987MH010000

June 14, 2024

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

Kind Attn: Mr. Rajeev Aggarwal - Chief Financial Officer

Sub.: Report on Postal Ballot Voting of KEC International Limited.

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Resolutions for approval of:

Special Resolutions:

1. Appointment of Ms. Neera Saggi (DIN: 00501029) as an Independent Director.
2. Appointment of Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director.
3. Appointment of Dr. Shirish Sankhe (DIN: 10197152) as an Independent Director.
4. Re-appointment of Mr. Vikram Gandhi (DIN: 05168309) as an Independent Director for a second term.
5. Re-appointment of Mr. M. S. Unnikrishnan (DIN: 01460245) as an Independent Director for a second term.

Ordinary Resolution:

6. Approval for Material Related Party Transactions with Al Sharif Group & KEC Limited Company, a Subsidiary of the Company

I now enclose the following:

- a) My report to the Chairman of the Company on the results of the voting by postal ballot only through the electronic voting process (remote e-voting).
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ("NSDL") e-voting system in respect of the said Resolutions.

Thanking-you,

Yours faithfully,

Pravinchandra
Nahalchand Parikh

P. N. Parikh
Parikh Parekh & Associates
Encl.: As above.

Digitally signed by Pravinchandra Nahalchand Parikh
DN: cn=IN, o=Personal, title=5274,
pseudonym=F10E2DFE5F1B59113F8D3A068F04F788ED9882,
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serialNumber=E6A5CDFE99F1E9732378E198497C98E1A9A5543A
AF4E294FE7C98B0C3E99C7FC, cn=Pravinchandra Nahalchand
Parikh
Date: 2024.06.14 19:19:58 +05'30'

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

Report of Scrutinizer

I, P.N. Parikh, of Parikh Parekh & Associates, Practising Company Secretaries (Membership No. FCS 327), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process (“remote e-voting”) in respect of the following Resolutions for approval of:

Special Resolutions:

1. Appointment of Ms. Neera Saggi (DIN: 00501029) as an Independent Director.
2. Appointment of Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director.
3. Appointment of Dr. Shirish Sankhe (DIN: 10197152) as an Independent Director.
4. Re-appointment of Mr. Vikram Gandhi (DIN: 05168309) as an Independent Director for a second term.
5. Re-appointment of Mr. M. S. Unnikrishnan (DIN: 01460245) as an Independent Director for a second term.

Ordinary Resolution:

6. Approval for Material Related Party Transactions with Al Sharif Group & KEC Limited Company, a Subsidiary of the Company.

pursuant to the Postal Ballot Notice dated May 07, 2024, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (“MCA”) and subsequent circulars issued in this regard the latest being General Circular No. 09/2023 dated September 25, 2023 (hereinafter collectively referred to as “MCA Circulars”) and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated May 07, 2024 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned Resolutions, as confirmed by the Company, was sent, via e-mail only to those Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the Members of the Company.

The Members of the Company holding shares as on the “cut-off” date of Friday, May 10, 2024 were entitled to vote on the Resolutions as contained in the Notice.

The voting period for remote e-voting commenced on Thursday, May 16, 2024 at 09.00 A.M. IST and ended on Friday, June 14, 2024 at 05.00 P.M. IST and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the Notice of the Postal Ballot.

My responsibility as Scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolutions.

Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent".

I now submit my Scrutinizer Report on the results of the voting by Postal Ballot only through the remote e-voting process in respect of the said Ordinary and Special Resolutions as under:

Contd....3

Resolution 1: Special Resolution**Appointment of Ms. Neera Saggi (DIN: 00501029) as an Independent Director**

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
831	21,98,99,288	99.37

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
42	14,02,592	0.63

(iii) Invalid votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Resolution 2: Special Resolution**Appointment of Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director**

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
817	21,20,94,248	95.84

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
55	92,07,195	4.16

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Resolution 3: Special Resolution**Appointment of Dr. Shirish Sankhe (DIN: 10197152) as an Independent Director**

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
838	22,12,97,021	100.00 (Rounded off)

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
32	4,332	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Resolution 4: Special Resolution**Re-appointment of Mr. Vikram Gandhi (DIN: 05168309) as an Independent Director for a second term**

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
720	19,23,99,838	86.94

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
149	2,89,01,415	13.06

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Resolution 5: Special Resolution**Re-appointment of Mr. M. S. Unnikrishnan (DIN: 01460245) as an Independent Director for a second term**

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
826	22,07,22,770	99.74

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
43	5,78,483	0.26

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Resolution 6: Ordinary Resolution**Approval for Material Related Party Transactions with Al Sharif Group & KEC Limited Company, a Subsidiary of the Company**

(i) Voted in favour of the Resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
728	7,35,32,654	83.63

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
114	1,43,98,545	16.37

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
Nil	Nil

Pravinchandra
Signature: Nahalchand Parikh

Name: P.N. Parikh
Scrutinizer

FCS: 327 CP: 1228

UDIN: F000327F000574263

P/R No. 1129/2021

Digitally signed by Pravinchandra Nahalchand Parikh
DN: c=IN, o=Personal, OU=5274,
pseudonym=F10ECC2DFD5F1B59115FB03A068F9H788ED98B
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serialNumber=65A5D8E59F9F1E9723278119497C9B11095543
AAFAE294FE7C98B0C5E69C2FC, cn=Pravinchandra Nahalchand
Parikh
Date: 2024.06.14 19:20:26 +05'30'

Dated: 14.06.2024

Place: Mumbai

For KEC International Limited

Rajeev
Aggarwal
I

Rajeev Aggarwal
Chief Financial Officer

Digitally signed by Rajeev Aggarwal
DN: c=IN, o=Personal, OU=5151,
pseudonym=08995247044408eb3f
4627a1b1a67,
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o=Maharashtra,
serialNumber=040939712748f591c43
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