



KEC International Limited

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

April 17, 2017

National Stock Exchange Limited Exchange Plaza Bandra-Kurla Complex Bandra (East) Mumbai – 400 051 Scrip Code: KEC	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400 001 Scrip Code: 532714
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Sub: Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Reconciliation of Share Capital Audit Report

Dear Sir/Madam,

Please find enclosed the Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period October 01, 2016 to March 31, 2017 and Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and Participants) Regulations 1996, for the quarter ended March 31, 2017.

Kindly acknowledge the receipt and take the same on records.

Thanking you.

Yours sincerely,
For KEC International Limited

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



Encl: As above

**CERTIFICATE UNDER REGULATION 40(9) OF SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015
FOR THE HALF YEAR ENDED 31st MARCH, 2017**

We have examined Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to KEC INTERNATIONAL LIMITED maintained by Link Intime India Private Limited, Registrar and Share Transfer Agents pertaining to transfer of equity shares of the company for the period from 1st October, 2016 to 31st March, 2017 for the purpose of issuing a Certificate as per Regulation 40(9) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company, We hereby certify that :

A) 1.a. the Company has delivered during half year ended on 31st March, 2017, share certificates relating to the transfer of shares received during the period from 1st October, 2016 to 31st March, 2017, within thirty days, as entered in the Memorandum of Transfers from the respective date of lodgement of each deed excepting those rejected on technical grounds;

1. b. the Company has delivered during half year ended on 31st March, 2017 share certificates in respect of requests relating to exchange, received during the period from 1st October, 2016 to 31st March, 2017, within thirty days from the respective date of lodgement excepting those rejected on technical grounds. As per the records made available to us there were no requests relating to sub-division (split), renewal and consolidation, or endorsement of calls/allotment monies received during the said period.

B) Any other information, if applicable: ---

For Parikh Parekh & Associates



P. N. Parikh
P. N. Parikh
(Partner)

FCS: 327 CP: 1228

Place: Mumbai
Date: April 13, 2017

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
KEC INTERNATIONAL LIMITED
RPG House,
463, Dr. Annie Besant Road,
Worli, Mumbai 400 030.

Dear Sirs,

We have examined the relevant books, registers, forms, documents and papers produced before us by KEC INTERNATIONAL LIMITED ('the Company') and its Registrars and Share Transfer Agents, Link Intime India Private Limited, in respect of Reconciliation of Share Capital Audit as per regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and SEBI Circular No D&CC/FITTC/Cir-16/2002 dated December 31, 2002 as amended. To the best of our knowledge and according to the information and explanations given to us and as shown by the records examined by us, we certify the following:

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1.	As On :	31 th March, 2017
2.	ISIN:	INE389H01022
3.	Face Value:	Rs.2/- per share
4.	Name of the Company:	KEC INTERNATIONAL LIMITED
5.	Registered Office Address:	RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030.
6.	Correspondence Address:	RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030.
7.	Telephone & Fax Nos:	Tel. No. 022- 66670200 Fax No. : 022-66670287
8.	Email Address:	raoj@kecrpg.com
9.	Names of the Stock Exchanges where the Company's securities are listed:	BSE Limited National Stock Exchange of India Limited



		Number of Shares	% of Total Issued Capital
10.	Issued Capital	25,70,88,370	100.000
	Listed Capital (Exchange-wise) (as per Company records)		
	BSE Limited	25,70,88,370	100.000
	National Stock Exchange of India Limited	25,70,88,370	100.000
12.	Held in dematerialised form in CDSL	71,05,077	2.76
13.	Held in dematerialised form in NSDL	24,40,53,460	94.93
14.	Physical	59,29,833	2.31
15.	Total No. of shares (12+13+14)	25,70,88,370	100.000
16.	Reasons for difference if any, between (10&11), (10&15), (11&15)	N.A.	

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars***	No. of shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In prin. Appr. Pending for SE (Specify Names)
			No Change			

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction

18.	Register of Members is updated (Yes/No)	Yes
	If not, updated upto which date	N. A.
19.	Reference of previous quarter with regards to excess dematerialized shares, if any.	N. A.
20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	N. A.



21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	Nil	Nil	N.A.
Pending for more than 21 days	Nil	Nil	N.A.

22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Mr. Ch. V. Jagannadha Rao Tel No. : 022-66670200 Fax No. : 022-66670287
23.	Name, Address, Tel. & Fax No., Regn. No. of the CA/CS	Mr. P. N. Parikh Parikh Parekh & Associates 111,11 th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai - 400053 Tel. Nos.: 26301232/26301233 FCS. No.: 327 CP No.: 1228
24.	Appointment of common agency for share registry work (if yes, name and address)	M/S. Link Intime India Pvt .Ltd. C101,247 Park, LBS Marg, Vikhroli(East), Mumbai - 400083. Tel .Nos. 49816000 Fax No. 49186060 Email ID- rnt.helpdesk@linkintime.co.in
25.	Any other detail that the CA/CS may like to provide (e.g. BIFR Company, delisting from SE, company changed its name, etc.)	---

Place: Mumbai

Date : April 13, 2017



For Parikh Parekh & Associates

Signature:

Name of Company Secretary : P.N. Parikh
(Partner)

FCS No.: 327 CP No.: 1228