



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

July 26, 2017

National Stock Exchange of India Ltd.

Exchange Plaza
Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

BSE Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Symbol: KEC

Script Code: 532714

Dear Sir/Ma'am,

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 Twelfth Annual General Meeting of the Company.

Pursuant to Regulation 30 of the Listing Regulations, we enclose herewith the details regarding the brief proceedings of the Twelfth Annual General Meeting ("AGM") of the Company held today i.e. on Wednesday, July 26, 2017 at 2:30 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.

The above information is also uploaded on the website of the Company.

You are requested to take the same on records.

Thanking you,

Yours sincerely,

For KEC International Limited

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

Encl: a/a





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Annexure-A

Details of the Proceedings of the AGM

Twelfth Annual General Meeting of the Company was held on Wednesday, July 26, 2017 at 2:30 p.m. at Ravindra Natya Mandir, PL Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400025 (“the AGM”)

Mr. H. V. Goenka Chaired of the AGM. As the requisite quorum was present, the Chairman called the meeting to order. With the permission of the Members, Notice of meeting and Auditors’ Report were taken as read. Chairman addressed all the shareholders by giving speech and updated the shareholders about Company’s performance in financial year 2016-17. The Chairman then provided clarifications to the queries raised by the Members present at the AGM. He then announced the facility of tablet based E-voting made available at the AGM to facilitate voting at the AGM by those shareholders who had not exercised their right to vote through “Remote e-voting”.

The Company had provided the facility of Remote e-Voting and tablet based e-voting at the AGM (Collectively referred to as “E-voting”) in terms of the provisions of the Companies Act, 2013 and Rules framed thereunder (the Act) and the provisions of the Listing Regulations. Mr. P. N. Parikh, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the process of E-voting.

All the following resolutions as set out in the Notice convening the said AGM have been duly approved by the Members with the requisite majority.

Sr. No.	Businesses conducted at the AGM	Type of Resolution
1.	Adoption of Audited Financial Statements (including the Consolidated Financial Statements) and Reports of Directors and Auditors thereon	Ordinary
2.	Declaration of Dividend for the financial year 2016-17.	Ordinary
3.	Re-appointment of Mr. H. V. Goenka (DIN: 00026726) as Director of the Company.	Ordinary
4.	Appointment of Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company	Ordinary
5.	Authority for appointment of Branch Auditors	Ordinary
6.	Ratification of remuneration payable to Cost Auditors	Ordinary
7.	With the enactment of the Companies Act, 2013 (“the Act”) and enforcement of most of the Sections of the Act and Rules framed thereunder, existing Articles of Association (“AoA”) is replaced in full by adoption of new set of AoA so as to align with the provisions of the Act.	Special



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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

Date of the Annual General Meeting	Wednesday, July 26, 2017
Total number of shareholders on record date	73,156
No. of shareholders present in the meeting either in person or through proxy:	123
Promoters and Promoters Group:	19
Public:	104
No. of shareholders attended the meeting through Video Conferencing:	0
Promoters and Promoters Group:	0
Public:	0



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Resolution Required : (Ordinary)

Item No. 1: Adoption of Audited Financial Statements (including the Consolidated Financial Statements) and Reports of Directors and Auditors thereon

Whether promoter/ promoter group are interested in the agenda/resolution?		No											
Category	Mode of Voting	No. of shares held	[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	No. of Votes in favour	[4]	No. of Votes -Against	[5]	% of Votes in favour on votes polled	[6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	130762055		130762055	100.00	130762055	130762055	0	0	100.00	100.00	0.00	0.00
	Poll (e-voting at the AGM)			0	0.00	0	0	0	0	0.00	0.00	0.00	0.00
	Postal Ballot			0	0.00	0	0	0	0	0.00	0.00	0.00	0.00
	Total			130762055	100.00	130762055	130762055	0	0	100.00	100.00	0.00	0.00
Public Institutions	E-Voting	79658351		67411086	84.63	67411086	67411086	0	0	100.00	100.00	0.00	0.00
	Poll (e-voting at the AGM)			0	0.00	0	0	0	0	0.00	0.00	0.00	0.00
	Postal Ballot			0	0.00	0	0	0	0	0.00	0.00	0.00	0.00
	Total			67411086	84.63	67411086	67411086	0	0	100.00	100.00	0.00	0.00
Public Non Institutions	E-Voting	46667964		57411	0.12	57384	57384	27	27	99.95	99.95	0.05	0.05
	Poll (e-voting at the AGM)			1882	0.00	1882	1882	0	0	100.00	100.00	0.00	0.00
	Postal Ballot			0	0.00	0	0	0	0	0.00	0.00	0.00	0.00
	Total			59293	0.13	59266	59266	27	27	99.95	99.95	0.05	0.05
Total			198232434	77.11	198232407	198232407	27	27	100.00	100.00	0.00	0.00	



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Item No. 2 - Declaration of Dividend for the financial year 2016-17

Resolution Required : (Ordinary)		Item No. 2 - Declaration of Dividend for the financial year 2016-17						
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	130762055	130762055	100.00	130762055	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		130762055	100.00	130762055	0	100.00	0.00
Public Institutions	E-Voting	79658351	67423212	84.64	67423212	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		67423212	84.64	67423212	0	100.00	0.00
Public Non Institutions	E-Voting	46667964	57411	0.12	57159	252	99.56	0.44
	Poll (e-voting at the AGM)		1882	0.00	1882	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		59293	0.13	59041	252	99.57	0.43
Total		257088370	198244560	77.11	198244308	252	100.00	0.00



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Resolution Required : (Ordinary)

Item No. 3 - Re-appointment of Mr. H. V. Goenka (DIN: 00026726) as Director 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	130762055	130762055	100.00	130762055	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		130762055	100.00	130762055	0	100.00	0.00
Public Institutions	E-Voting	79658351	63954867	80.29	61361803	2593064	95.95	4.05
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		63954867	80.29	61361803	2593064	95.95	4.05
Public Non Institutions	E-Voting	46667964	57411	0.12	57374	37	99.94	0.06
	Poll (e-voting at the AGM)		1882	0.00	1882	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		59293	0.13	59256	37	99.94	0.06
Total		257088370	194776215	75.76	192183114	2593101	98.67	1.33



Resolution Required : (Ordinary)

item No. 4 - Appointment of Price Waterhouse Chartered Accountants LLP as Statutory Auditors 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	130762055	130762055	100.00	130762055	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		130762055	100.00	130762055	0	100.00	0.00
Public Institutions	E-Voting	79658351	67423212	84.64	67423212	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		67423212	84.64	67423212	0	100.00	0.00
Public Non Institutions	E-Voting	46667964	57326	0.12	56949	377	99.34	0.66
	Poll (e-voting at the AGM)		1882	0.00	1882	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		59208	0.13	58831	377	99.36	0.64
Total		257088370	198244475	77.11	198244098	377	100.00	0.00



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Item No. 5 - Authority for appointment of Branch Auditors

Resolution Required : (Ordinary)		KEC International Limited						
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	130762055	130762055	100.00	130762055	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		130762055	100.00	130762055	0	100.00	0.00
Public Institutions	E-Voting	79658351	67423212	84.64	67423212	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		67423212	84.64	67423212	0	100.00	0.00
Public Non Institutions	E-Voting	46667964	57341	0.12	57319	22	99.96	0.04
	Poll (e-voting at the AGM)		1882	0.00	1882	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		59223	0.13	59201	22	99.96	0.04
Total		257088370	198244490	77.11	198244468	22	100.00	0.00



Resolution Required : (Ordinary)

Item No. 6 - Ratification of remuneration payable to Cost Auditors

No

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

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	130762055	130762055	100.00	130762055	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		130762055	100.00	130762055	0	100.00	0.00
Public Institutions	E-Voting	79658351	67423212	84.64	67423212	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		67423212	84.64	67423212	0	100.00	0.00
Public Non Institutions	E-Voting	46667964	57341	0.12	56814	527	99.08	0.92
	Poll (e-voting at the AGM)		1882	0.00	1882	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		59223	0.13	58696	527	99.11	0.89
Total		257088370	198244490	77.11	198243963	527	100.00	0.00



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Item No. 7 - Adoption of Articles of Association as per the provisions of the Companies Act, 2013

Resolution Required : (Special)		Whether promoter/ promoter group are interested in the agenda/resolution?						
Category		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
Mode of Voting		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	130762055	130762055	100.00	130762055	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		130762055	100.00	130762055	0	100.00	0.00
Public Institutions	E-Voting	79658351	67423212	84.64	65290711	2132501	96.84	3.16
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		67423212	84.64	65290711	2132501	96.84	3.16
Public Non Institutions	E-Voting	46667964	57341	0.12	56819	522	99.09	0.91
	Poll (e-voting at the AGM)		1882	0.00	1882	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		59223	0.13	58701	522	99.12	0.88
Total		257088370	198244490	77.11	196111467	2133023	98.92	1.08



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 12th Annual General Meeting of KEC International Limited held on Wednesday, July 26, 2017 at 2.30 p.m.

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 12th Annual General Meeting (AGM) of KEC International Limited on Wednesday, July 26, 2017 at 2.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 26, 2017.

The notice dated May 19, 2017 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 Wednesday, July 19, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, July 23, 2017 at 09:00 a.m. (IST) and ended on Tuesday, July 25, 2017 at 05:00 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**Adoption of Audited Financial Statements (including the Consolidated Financial Statements) and Reports of Directors and 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
236	19,82,32,407	100.00 (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	27	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**Declaration of Dividend for the financial year 2016-2017.**

(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
236	19,82,44,308	100.00 (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	252	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**Re-appointment of Mr. H. V. Goenka (DIN: 00026726) as Director 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
214	19,21,83,114	98.67

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
24	25,93,101	1.33

(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 Price Waterhouse Chartered Accountants LLP as Statutory 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
232	19,82,44,098	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
6	377	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**Authority for appointment of Branch 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
236	19,82,44,468	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
3	22	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**Ratification of remuneration payable to 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
234	19,82,43,963	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
5	527	0.00

(iii) Invalid votes:

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



Resolution 7: Special Resolution

Adoption of new set of Articles of Association as per the provisions of the Companies Act, 2013.

(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
220	19,61,11,467	98.92

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	21,33,023	1.08

(iii) Invalid votes:

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

* A shareholder who has split his vote into "Assent" as well as "Dissent", while his votes are taken as cast he has been counted only once for the purpose of his presence, which has been mentioned under the head "Assent".

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 26, 2017