

# NOTICE

Notice is hereby given that the Fifth Annual General Meeting of KEC INTERNATIONAL LIMITED will be held at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400025 on Tuesday, the 22<sup>nd</sup> June 2010 at 11:00 a.m. to transact the following business:

## ORDINARY BUSINESS

1. To consider and adopt the Profit and Loss Account for the financial year ended 31<sup>st</sup> March 2010, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. J. M. Kothary who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. P. A. Makwana who retires by rotation, and being eligible, offers himself for re-appointment.
5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, Messrs Deloitte Haskins & Sells, Chartered Accountants registered with the Institute of Chartered Accountants of India vide Membership No. 117365W, be and are hereby re-appointed as Auditors of the company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company on a remuneration to be determined by the Audit Committee of the Board of Directors of the company plus reimbursement of out of pocket expenses incurred by them in connection with the audit."

6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, the Accounts of the Branches of the company for the financial year ending on 31<sup>st</sup> March 2011, be audited by person(s) and/or firms qualified to act as Branch Auditors and that the Audit Committee of the Board of Directors of the company be and is hereby authorised to appoint one or more such qualified person(s) and/or firm(s) to audit the accounts of the Branches of the company, as they deem fit, in consultation with Auditors of the company, and to determine the respective terms and conditions of their appointment and remuneration."

**By Order of the Board**

**Ch. V. Jagannadha Rao**  
Company Secretary

Place: Mumbai

Dated: 29<sup>th</sup> April 2010

### Registered Office:

1<sup>st</sup> Floor, CEAT Mahal,  
463, Dr. Annie Besant Road,  
Worli, Mumbai 400030

### Notes:

- a) The details of Directors seeking re-appointment at the Annual General Meeting as required under Clause 49 of the listing agreement with Stock Exchanges is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.
- c) The Register of Members and Share Transfer Books of the company shall remain closed from 14<sup>th</sup> June 2010 to 22<sup>nd</sup> June 2010 (both days inclusive).
- d) The dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid on or after 23<sup>rd</sup> June 2010, to those members whose names stand registered on the Company's Register of Members:
  - i) as Beneficial Owners as at the end of business hours on 11<sup>th</sup> June 2010 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialized form.

# NOTICE (Contd.)

- ii) as Members in the Register of Members of the company after giving effect to valid share transfers lodged with the company, on or before 11<sup>th</sup> June 2010.
- e) The shareholders holding shares in physical form are requested to furnish, if not furnished already, their Bank Account number, the name of the Bank and the Branch where they would like to deposit the Dividend Warrants for encashment. These particulars will be printed on the cheque portion of Dividend Warrants, besides the name of the shareholders so as to avoid fraudulent encashment of warrants. The above-mentioned details should be furnished by the first/sole shareholder, directly to the Registrar & Share Transfer Agents, M/s. Link Intime India Private Limited, (Unit: KEC International Limited) C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078. Tel: 022-25946970, Fax: 022-25946969, quoting the folio number.
- f) The company is offering the facility of National Electronic Clearing Service (NECS) for shareholders holding shares in physical form. This facility could be used by the shareholders instead of Bank Mandate system for receiving the credit of dividend. To avail this facility, the shareholders are requested to fill in the NECS form and send the same to the Registrar & Share Transfer Agents.
- g) Pursuant to the provisions of Section 205A read with Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid for a period of seven years is required to be transferred to the Investor Education and Protection Fund. The members who have not encashed their dividend warrants for the financial year 2005-06, 2006-07, 2007-08 and 2008-09 are requested to lodge their claims at the earliest with the Registrars and Share Transfer Agents. The members may also note that once the unclaimed dividend is transferred to the said fund no claims shall lie in respect thereof.
- h) All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days, except Saturdays, between 2:00 p.m. and 4:00 p.m. upto the date of the Annual General Meeting.
- i) Members/proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
- j) Shareholders desiring any information with regard to the Accounts are requested to write to the company at least 7 days in advance so as to enable the company to keep the information ready at the meeting.

## Details of Directors seeking re-appointment at the Annual General Meeting (In pursuance of Clause 49 of the listing agreement)

Name of Director	Mr. J. M. Kothary	Mr. P. A. Makwana
Age	75 years	62 years
Nature of expertise	He has rich experience in Manufacturing sector.	He has 34 years of experience in the banking profession.
Qualifications	B.Com, LLB, MBA (Wharton- USA)	B.E. (Mechanical)
Other Directorships	The Indian Card Clothing Company Limited RPG Enterprises Limited Malabar Hill Club Limited Instant Holdings Limited	–
Membership in the Committees of other public companies	The Indian Card Clothing Company Limited – Audit Committee The Indian Card Clothing Company Limited – Investor Grievance Committee Instant Holdings Limited – Audit Committee	–
Shareholding in the Company	*750 Equity Shares	–

*\*held in trust on behalf of certain shareholders against their rights of equity shares of the erstwhile RPG Transmission Limited, since merged with the company, kept in abeyance under Section 206 A (b) of the Companies Act, 1956 due to pending court cases/issues.*