



## KEC International Limited

### NOTICE

Notice is hereby given that the Sixth Annual General Meeting of KEC International Limited will be held on Tuesday the July 05, 2011 at 11 a.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025 to transact the following business:

#### ORDINARY BUSINESS

1. To consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as at that date together with the Reports of the Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares for the year ended March 31, 2011.
3. To appoint a Director in place of Mr. D. G. Piramal who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. A. T. Vaswani 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, Deloitte Haskins & Sells, Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration 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 March 31, 2012, be audited by person(s) and/or firm(s) 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 including remuneration."

#### SPECIAL BUSINESS

##### 7. Appointment of Mr. M. K. Sharma as a Director

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

"RESOLVED THAT Mr. M. K. Sharma who was appointed pursuant to Article 124 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, as an Additional Director of the Company with effect from May 6, 2011, to hold Office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation."

##### 8. Commission to Non-Executive Directors

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 310 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") including any statutory modification(s) or re-enactment thereof and subject to all permissions, sanctions and approvals as may be necessary, consent of the Company be and is hereby accorded for payment of commission, to the Director(s) of the Company who is/are not in the whole time employment of the Company and not Managing Director(s)/Whole Time Director(s), up to 5% of the net profits of the Company, computed as per the provisions of the Act at the end of each financial year, for a period of 5 years commencing from the financial year 2010-11, in such manner and up to such extent as the Remuneration Committee of the Board of Directors of the Company recommends and the Board of Directors determine from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Remuneration Committee of the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board of Directors

Ch. V. Jagannadha Rao  
Company Secretary

Place : Mumbai  
Dated : May 6, 2011

Registered Office:  
RPG House, 463, Dr. Annie Besant Road,  
Worli, Mumbai - 400 030.

**Notes:**

- a) The details of Directors seeking appointment / 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.
- Proxies submitted on behalf of limited companies, trusts, societies etc. Must be supported by appropriate resolution/authority, as applicable.
- c) In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- d) The Register of Members and Share Transfer Books of the Company shall remain closed from June 27, 2011 to July 05, 2011 (both days inclusive).
- e) The dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid on or after July 06, 2011, 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 June 25, 2011 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialised form.
  - 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 June 25, 2011.
- f) The member(s) 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 ("Bank Mandate") where they would like to deposit the Dividend Warrants for encashment. These details should be furnished by the first/sole shareholder, directly to the Registrar and 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.
- Members holding shares in demat mode may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents cannot act on any request received directly from the Members holding shares in demat mode for any change of bank particulars or bank mandates. Such changes are to be instructed by the Members only to their Depository Participant.
- Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares.
- g) The Company is offering the facility of National Electronic Clearing Service ("NECS") for members holding shares in physical form. This facility could be used by the members instead of Bank Mandate system for receiving the credit of dividend. To avail this facility, the members are requested to download the NECS form from the website of the Company i.e. ([www.kecrpg.com](http://www.kecrpg.com)) under the tab "Investors" and send the same to the Registrar and Share Transfer Agents of the Company.
- h) Members holding shares in single and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website i.e. ([www.kecrpg.com](http://www.kecrpg.com)) under the tab "Investors".
- i) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agent, for consolidation into a single folio.
- j) Members are hereby informed that Dividends which remain unclaimed / unencashed over a period of seven years have to be transferred by the Company to Investor Education and Protection Fund ("Fund") constituted by the Central Government under Sections 205A and 205C of the Companies Act, 1956.

We give below the details of Dividends paid by the Company and their respective due dates for transfer to the Fund if they remain unclaimed/ unencashed by the member.

Dividend for the year	Date of declaration of Dividend	Dividend declared	Last date up to which Members are entitled to claim the unclaimed Dividend
2005-06	June 15, 2006	12 %	July 18, 2013
2006-07	July 24, 2007	45 %	August 22, 2014
2007-08	June 27, 2008	50 %	August 1, 2015
2008-09	June 26, 2009	50 %	July 26, 2016
2009-10	June 22, 2010	60 %	July 23, 2017

It may please be noted that no claim can be made by the member for the unclaimed Dividends which have been transferred to the Fund as per the provisions of Section 205C of the Companies Act, 1956.

In view of the above regulation, the members who are yet to encash the Dividend are advised to send requests for issuance of duplicate dividend warrants (in case they have not received the Dividend Warrants) for any of the above mentioned financial years and / or revalidation of unencashed Dividend Warrants still held by them, to the Registrars and Transfer Agents of the Company so that Dividends can be encashed.

- k) Relevant 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.
- l) Members/proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.
- m) Members 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.

## **Explanatory Statement**

### **Pursuant to Section 173(2) of the Companies Act, 1956**

The following explanatory statement sets out all material facts relating to the business mentioned under Item No.7 and Item No. 8 of the accompanying Notice dated May 6, 2011:

#### **Item No. 7 – Appointment of Mr. M. K. Sharma as a Director**

Mr. M. K. Sharma holds a Bachelors Degree in Arts and Bachelors of Law Degree from Canning College, University of Lucknow. He completed Post Graduate Diploma in Personnel Management from Department of Business Management, University of Delhi and Diploma in Labour Laws from India Law Institute, Delhi. In 1999 he was nominated to attend Advance Management Programme at Harvard Business School.

Mr. M. K. Sharma joined Hindustan Unilever Limited ("HUL") (formerly known as Hindustan Lever Limited) in 1974. Further, he joined the Management Committee of HUL in 1990 and was inducted on the Board of Directors of HUL in 1995. He served as the Vice Chairman of HUL from the year 2000 till his retirement in the year 2007. Mr. Sharma had served as a member of the Corporate Law Committee formed by the Ministry of Corporate Affairs and Naresh Chandra Committee on Corporate Governance.

Keeping in view the experience and expertise of Mr. M. K. Sharma, the Board of Directors considers it desirable that the Company should avail the services of Mr. Sharma and accordingly recommends the Resolution as set out in Item No.7 for approval of the Members.

None of the Directors, apart from Mr. M. K. Sharma, is concerned or interested in the Resolution.

#### **Item No. 8 - Commission to Non-Executive Directors**

Pursuant to the approval granted by the Shareholders at their Annual General Meeting held on June 27, 2008 and the approval of Central Government vide its letter dated June 30, 2009, the Non-Executive Directors or the Directors of the Company who is/are neither in the whole time employment nor Managing Director(s)/Whole Time Director(s) are paid commission up to a ceiling of 1% of the net profits of the Company computed in the manner specified in the Companies Act, 1956.

In the past few years, the Company has undertaken many initiatives towards achieving the growth in the business of the Company. The Company has expanded its presence in the global market by entering into many countries across the globe. The Company also established its business in North America and South America through the acquisition of the US based SAE Towers during the year 2010-11. Further, the Company has also diversified its activities by entering into the business of Distribution, Sub-stations, Railways, Cables, Water and Balance of Plants. The Non-Executive Directors of the Company with varied and rich background contributed in a very significant way for this growth process. The Company therefore, recognises the need to suitably remunerate the Director(s) of the Company who are not in the whole time employment of the Company.

Keeping in view the growth of the Company, contribution, responsibilities and the time devoted by the Non-Executive Directors, the Remuneration Committee of the Board of Directors at its Meeting held on May 2, 2011 recommended increase in commission payable to Non-Executive Directors up to 5% of the net profits of the Company at the end of each financial year, for a period of five years commencing from the financial year April 1, 2010.

The Board of Directors of the Company shall, subject to such statutory approvals and other approvals as may be necessary, based on the recommendation of the Remuneration Committee, determine the commission for each Non-Executive Director for each financial year. In addition to the Commission on the net profits as aforesaid, each Non-Executive Director of the Company is presently entitled to a fee of ₹ 20,000/- per meeting of the Board and ₹ 5000/- per meeting of Audit Committee and Finance Committee attended by him.

All the Non-Executive Directors of the Company, may be deemed to be concerned or interested in this resolution to the extent of commission that may be paid to them from time to time.

The Resolution as set out in Item No. 8 of the Notice is recommended for the approval of the members.

**Detail of the Directors seeking appointment / re- appointment at the Annual General Meeting  
(Pursuant to Clause 49 of the Listing Agreement)**

Particulars	Re-appointment		Appointment
Name of the Director	Mr. D. G. Piramal	Mr. A. T. Vaswani	Mr. M. K. Sharma
Date of Birth	November 02, 1949	July 05, 1937	May 04, 1947
Date of Appointment	January 12, 2006	January 12, 2006	May 06, 2011
Qualification	B. Com.	A.C.A, A.C.S	B. A. (Arts), L.L.B., PG Diploma in Personnel Management and Diploma in Labour Laws
Expertise in specific functional areas	He is an Eminent industrialist with rich business experience.	He has vast and rich experience in the business and Industry. He has served on the Boards of leading multinational companies.	He is an expert in the field of law and has deep understanding in the area of corporate restructuring.
Directorships in other Public Limited Companies*	<ul style="list-style-type: none"> <li>● V.I.P Industries Limited</li> <li>● Alkyl Amines Chemicals Limited</li> <li>● DGP Securities Limited</li> <li>● Kiddy Plast Limited</li> <li>● DGP Capital Management Limited</li> </ul>	<ul style="list-style-type: none"> <li>● Zensar Technologies Limited</li> <li>● Embio Limited</li> </ul>	<ul style="list-style-type: none"> <li>● ICICI Lombard General Insurance Co. Limited</li> <li>● Schrader Duncan Limited</li> <li>● Fulford (India) Limited</li> <li>● Thomas Cook (India) Limited</li> <li>● Birla Corporation Limited</li> </ul>
Membership of Committees in other Public Limited Companies (includes only Audit and Shareholders' / Investors' Grievance Committee)	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>● V.I.P Industries Limited</li> </ul> <p><b>Shareholders' / Investors' Grievance Committee</b></p> <ul style="list-style-type: none"> <li>● V.I.P Industries Limited</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>● Zensar Technologies Limited</li> <li>● Embio Limited</li> </ul> <p><b>Shareholders' / Investors' Grievance Committee</b></p> <ul style="list-style-type: none"> <li>● Zensar Technologies Limited</li> </ul>	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>● Fulford (India) Limited</li> <li>● Thomas Cook (India) Limited</li> </ul> <p><b>Shareholders' / Investors' Grievance Committee</b></p> <ul style="list-style-type: none"> <li>● Thomas Cook (India) Limited</li> </ul>
No. of shares held in the Company	NIL	NIL	NIL

\* Note: Excludes Directorships in Private Limited Companies, Foreign Companies and Government Bodies.

### Important communication – Support Green Initiative

Ministry of Corporate Affairs, New Delhi ("MCA") has taken a "Green Initiative" in the Corporate Governance by permitting paperless compliances by companies vide its **Circular No. 17/2011 dated April 21, 2011** and **Circular No.18/2011 dated April 29, 2011** and clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s) to its shareholders.

Keeping in view the underlying theme and the circulars issued by MCA, we propose to send henceforth all communications / documents including the Notice calling the Annual General Meeting, audited financial statements, directors' report, auditors' report etc. via electronic mode. In connection with the same, we request you to provide your latest/updated email address on which future communication/correspondence/documents can be send to you.

Shareholders holding shares in demat mode, are requested to register their e-mail id with the concerned Depository Participant. The shareholders holding shares in physical mode are requested to register their e-mail id with Link Intime India Private Limited (Registrar and Share Transfer Agents of the Company) by sending a request letter duly signed by the first/sole shareholder.

**We are sure you would appreciate the "Green Initiative" taken by MCA and your Company's desire to participate in such initiatives.**



**KEC International Limited**

Registered Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai – 400 030

**PROXY FORM**

\*DP. Id.

@Folio No.

\*Client Id.

No. of share(s) held

I/We..... of ..... being a member/ members of KEC International Limited, hereby appoint ..... of..... or failing him/her ..... of..... as my/our proxy to vote for me/us on my/ our behalf at the Sixth Annual General Meeting of KEC International Limited to be held at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025 on Tuesday the July 05, 2011 at 11:00 a.m. or at any adjournment thereof.

Affix a Re. 1/-  
revenue  
Stamp

Signed this ..... day of \_\_\_\_\_, 2011

\_\_\_\_\_ signature of the shareholder

\* Applicable for members holding shares in dematerialised form.

@ Applicable for members holding shares in physical form.

**Note: The Proxy in order to be valid should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.**

Proxies submitted on behalf of limited companies, trusts, societies etc., must be supported by appropriate resolution/ authority, as applicable.



**KEC International Limited**

Registered Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030

**ATTENDANCE SLIP**

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholder(s) may obtain additional Attendance Slip(s) at the venue of the meeting.

\*DP. Id.

@Folio No.

\*Client Id.

No. of share(s) held

Name and address of the Shareholder

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I hereby record my presence at the Sixth Annual General Meeting of KEC International Limited to be held at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025 on Tuesday the July 05, 2011 at 11:00 a.m.

\_\_\_\_\_ signature of the shareholder or proxy

\*Applicable for members holding shares in dematerialised form.

@ Applicable for members holding shares in physical form.