



**KEC International Limited**

Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400030, India  
Tel.: +91-22-61691600 • Fax +91-22-66670287  
CIN No. L45200MH2005PLC152061 • Web.: www.kecrpg.com

**Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013**

**Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation of Jay Railway Projects Private Limited with KEC International Limited**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes. The designated stock exchange for coordinating with SEBI shall be BSE Limited
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes. Attached
2.b	Valuation Report from Independent Chartered Accountant	Yes. Attached
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes. Attached
2.d	Fairness opinion by merchant banker	Yes. Attached
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes. Attached
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes. Attached
2.g	Compliance with Clause 49 of Listing Agreement	Yes. Attached
2.h	Complaints Report	Will be submitted within 7 days from the expiry of 21 days from the filing of the draft Scheme
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer	Not applicable, since no shares would be issued pursuant to the



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	(transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Se391-394 of the Companies Act, 1956	Scheme
4.	At least 25% of the post scheme Paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not applicable, since no shares would be issued pursuant to the Scheme
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not applicable, since no shares would be issued pursuant to the Scheme
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Yes, complied with, since there are no outstanding warrants/ instruments/ agreements
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not applicable, since no shares would be issued pursuant to the Scheme

**For KEC INTERNATIONAL LIMITED**

**CH. V. JAGANNADHA RAO**  
**COMPANY SECRETARY**



Date: 11 February 2015

To,

