



KEC INTERNATIONAL LIMITED

Registered Office : RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400030, India

CIN: L45200MH2005PLC152061

Phone: +91-22-66670200 Fax: +91-22-66670287

Website: www.kecrpg.com email: investorpoint@kecrpg.com

Dear Member,

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended is proposed to be passed as a special resolution by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. P.N. Parikh and failing him Ms. Jigyasa Ved of M/s Parikh Parekh & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 05.00 p.m. on Thursday, December 10, 2015.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. Reference to Postal Ballot wherever appearing in the notice shall include votes cast through e-voting. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director of the Company. The result of the postal ballot would be announced by a Director or the Company Secretary of the Company on Monday, December 14, 2015 at 4.00 p.m. at the Registered Office of the Company. The aforesaid result would be displayed on the notice board of the Company at its Registered Office, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website viz. www.kecrpg.com

Item No. 1. Issue of Non-Convertible Debentures/Bonds on private placement

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company, to raise funds for refinancing of debt, long term working capital requirements, capex and other corporate purposes, by way of issuance of redeemable non-convertible debentures / bonds, on private placement basis, till the validity of this resolution, to Commercial Banks, Mutual Funds, Insurance Companies, Financial Institutions and other eligible investors, in one or more series/tranches and on such terms and conditions, including the rate of interest, period and premium on redemption etc., as may be determined by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitutes to exercise any or all of its powers including the powers conferred by the resolution), provided that the aggregate amount raised through the issuance of the Non-Convertible Debentures pursuant to the authority under this resolution shall not exceed ₹ 500,00,00,000/- (Rupees Five Hundred Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution."

By Order of the Board of Directors

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

Registered Office:
RPG House,
463, Dr. Annie Besant Road,
Worli, Mumbai 400030, India

October 28, 2015

Notes

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on October 30, 2015. Accordingly, the members whose names will appear on the Register of members / List of Beneficial Owners (received from NSDL and CDSL) as on October 30, 2015 will be considered for the purpose of voting. A person who is not a member on the aforesaid date should treat this notice for information purpose only.
3. In accordance with the provisions of Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the postal ballot notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For members whose email addresses are not registered, physical copies of the postal ballot notice are being sent by permitted mode (i.e. through registered / speed post or courier), along with a postage-prepaid self-addressed Business Reply Envelope.
4. In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the Ballot Form. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. Please note that e-voting is an alternate mode to cast votes and is optional.
5. Members can opt for only one mode of voting, i.e., either by postal ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
6. The Scrutinizer will submit his report to the Chairman / Director of the Company after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director or Company Secretary of the Company on Monday, December 14, 2015 at the registered office of the Company and will also be displayed on the notice board of the Company at its registered office and also on the website of the Company (www.kecrpg.com), besides being communicated to the Stock Exchanges.
7. Resolutions passed by the members through postal ballot/e-voting are deemed to have been passed as if they have been passed at a General Meeting of the members.
8. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified in the notice for receipt of duly completed Form or e-voting i.e. Thursday, December 10, 2015.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Thursday, December 10, 2015.

Voting through Postal Ballot Form

1. Members desiring to exercise their vote by physical ballot are requested to carefully read the instructions printed on the postal ballot form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 p.m.) on Thursday, December 10, 2015 failing which, it will be strictly considered that no reply has been received from the member. The postage on self-addressed envelope will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered / speed post at the expense of the members will also be accepted.
2. In case a member is desirous of obtaining duplicate postal ballot form, he or she may request for the same by sending an e-mail to investorpoint@kecrpg.com The Registrar and Share Transfer Agent of the Company / Company shall forward the same to such member.
3. A member cannot exercise his/her vote by proxy on postal ballot.
4. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
5. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.

Voting through electronic means

- (i) The voting period begins on November 11, 2015 at 9.00 a.m. and ends on December 10, 2015 at 05.00 p.m. and the voting shall not be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of October 30, 2015, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter folio number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number printed on Form in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of '0' before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the members holding shares in electronic form for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended to keep your password confidential and not to share your password with any other person.
- (x) For members holding shares in physical form, the above details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of KEC International Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.

(xviii) Note for Non – Individual members and Custodians

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

For any grievances connected with the e-voting for postal ballot, the members may contact Ms.Udaya Rao of M/s. Link Intime India Private Limited, No.C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai, Maharashtra 400078 Phone: 022 2594 6970.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Pursuant to the provisions of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors of the Company can issue securities on private placement basis, subject to the approval of the members of the Company by way of a Special Resolution.

The Board of Directors at its meeting held on October 28, 2015 has, subject to the approval of members, accorded its consent to issue Non-Convertible Debentures / Bonds, aggregating up to ₹ 500,00,00,000/- (Rupees Five Hundred Crore only), in one or more tranches for refinancing of debt, long term working capital requirements, capex and other corporate purposes on private placement basis to the Commercial Banks, Mutual Funds, Insurance Companies, Financial Institutions and other eligible investors as may be identified by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by the resolution).

The Non-Convertible Debentures issued by the Company pursuant to the authority granted by the members shall be priced on the basis of the prevailing market conditions and as specifically approved by the Board at such time.

Under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('Rules'), a Company making a private placement of its securities is required to obtain the approval of the members by way of a Special Resolution.

The issue of Non-Convertible Debentures as aforesaid is within the borrowing limit approved by the shareholders of the Company.

It is therefore proposed to obtain approval of the members under Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Rules framed thereunder, to enable the Company to make private placement of its Non-Convertible Debentures in one or more tranches within such limit as set out in the resolution.

The Board recommends the resolution as set out in Item No. 1 for the approval of the members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the said resolution.

By Order of the Board of Directors

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

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October 28, 2015