



KEC INTERNATIONAL LIMITED

Registered Office Address: 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 resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each 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 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 on 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. 6.00 p.m. on Wednesday, March 25, 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. References to Postal Ballot(s) in this notice include votes received electronically. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by a Director or the Company Secretary of the Company on Monday, March 30, 2015 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, 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

1. To approve the appointment of Mr. Vimal Kejriwal as Whole Time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby accorded to the appointment and remuneration of Mr. Vimal Kejriwal, (DIN00026981) as Whole Time Director of the Company with effect from January 01, 2015 till March 31, 2015 on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Postal Ballot Notice and as recommended by the Nomination and Remuneration Committee. Subject to the same not exceeding the limits specified under Section 197 of Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT notwithstanding anything contained herein, if the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of the Central Government, if required, pay to Mr. Vimal Kejriwal, Whole Time Director, the remuneration as specified in the Explanatory Statement as the minimum remuneration by way of salary, perquisites, performance bonus and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any Director of the Company, Mr. Rajeev Aggarwal, Chief Financial Officer and Mr. Ch. V. Jagannadha Rao, Company Secretary, be and are hereby severally authorized to take all the necessary steps, make necessary applications and do all such acts, deeds, matters and things as may be necessary, including filing of necessary e-form(s) with the Ministry of Corporate Affairs, in connection with the aforesaid resolution and if required, the Common Seal of the Company be affixed on any document(s) in the presence of any one of the aforesaid persons."

2. To approve the appointment of Mr. Vimal Kejriwal as Managing Director & CEO of the Company with effect from April 01, 2015.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby

accorded to the appointment and remuneration of Mr. Vimal Kejriwal, (DIN00026981) as Managing Director of the Company to be designated as Managing Director & Chief Executive Officer (MD & CEO) with effect from April 01, 2015 for a period of five years or till his attaining the age of retirement as per the policy of the Company, whichever is earlier, on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Postal Ballot Notice and as recommended by the Nomination and Remuneration Committee with liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Vimal Kejriwal, subject to the same not exceeding the limits specified under Section 197 of Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if required, pay to the MD & CEO the above remuneration as the minimum remuneration by way of salary, perquisites, performance bonus, other allowances and benefits as specified in the Explanatory Statement annexed to the Notice and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time for a period of Three Years and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment as per policy of Company shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any Director of the Company, Mr. Rajeev Aggarwal, Chief Financial Officer and Mr. Ch. V. Jagannadha Rao, Company Secretary, be and are hereby severally authorized to execute all such writings and instruments including the agreement with respect to the appointment of Mr. Vimal Kejriwal as the MD & CEO of the Company and to take all the necessary steps, make necessary applications and do all such acts, deeds, matters and things as may be necessary, including filing of necessary e-form(s) with the Ministry of Corporate Affairs, in connection with the aforesaid resolution and if required, the Common Seal of the Company be affixed on any document(s) in the presence of any one of the aforesaid persons."

3. Payment of Managerial Remuneration to Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("Act"), and the Rules made thereunder, as amended from time to time, and subject to approval of the Central Government as may be required, consent of the Company be and is hereby accorded to the payment of remuneration presently paid to Mr. Ramesh D. Chandak, Managing Director of the Company for the period of two years with effect from April 01, 2014 as minimum remuneration in case of no profits or inadequacy of profits during any of the financial year.

RESOLVED FURTHER THAT any Director of the Company, Mr. Rajeev Aggarwal, Chief Financial Officer and Mr. Ch. V. Jagannadha Rao, Company Secretary, be and are hereby severally authorized to execute all such writings and instruments and to take all the necessary steps, make necessary applications and do all such acts, deeds, matters and things as may be necessary, including filing of necessary e-form(s) with the Ministry of Corporate Affairs, in connection with the aforesaid resolution.

4. Appointment of Mr. Ramesh D. Chandak as Advisor

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

"RESOLVED THAT pursuant to the provisions of Section 188 and Section 197(4) and such other provisions as may be applicable of the Companies Act, 2013 and Rules made thereunder and subject to such other approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby accorded to the appointment of Mr. Ramesh D. Chandak, as Advisor of the Company with effect from April 02, 2015 on a monthly fees of Rs. 19,50,000 for a period of one year with such extensions as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors on such terms and conditions as may be mutually agreed between the Company and Mr. Ramesh D. Chandak from time to time.

RESOLVED FURTHER THAT any Director of the Company, Mr. Rajeev Aggarwal, Chief Financial Officer and Mr. Ch. V. Jagannadha Rao, Company Secretary, be and are hereby severally authorized to execute all such writings and instruments and to take all the necessary steps, make necessary applications and do all such acts, deeds, matters and things as may be necessary, including filing of necessary e-form(s) with the Ministry of Corporate Affairs, in connection with the aforesaid resolution."

By Order of the Board of Directors

Mumbai
February 04, 2015

Ch. V. Jagannadha Rao
Company Secretary

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 February 13, 2015. Accordingly, the Members whose names will appear on the Register of Members / List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)) as on February 13, 2015 will be considered for the purpose of voting.

3. In accordance with the provisions of Section 101 and other applicable provisions of the 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 Physical Postal 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 Physical Postal Ballot form shall prevail and votes cast through e-voting 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 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 duly authorized, on Monday, March 30, 2015 at the registered office of the Company and will also be displayed on the website of the Company (www.kecrpg.com), besides being communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agents on the said date.
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 date of declaration of results of the postal ballot/e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
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 Wednesday, March 25, 2015.

Voting through Physical Postal Ballot Form

- a. Members desiring to exercise their vote by physical ballot are requested to carefully read the instructions printed in 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. 18:00 Hours (IST)) on Wednesday, March 25, 2015 failing which, it will be strictly considered that no reply has been received from the Member. The postage 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
- b. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investorpoint@kecrpg.com. The Registrar and Transfer Agent of the Company / Company shall forward the same to such Member.
- c. A Member cannot exercise his/her vote by proxy on postal ballot.
- d. 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.
- e. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.

Voting through electronic means

- (i) The voting period begins on February 24, 2015 at 09.00 am and ends on March 25, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 13, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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) Enter the Image Verification as displayed and click on "Login Tab".
- (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0s 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	<p>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.</p>
Dividend Bank Details	<ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. 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 demat holders for voting for 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 not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the 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 Shareholders and Custodians
- Non-Individual shareholders (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 .
 - 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 e-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

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

Item No. 1 and 2

The Board of Directors of the Company at its Meeting held on October 31, 2014, had noted intention of Mr. Ramesh D. Chandak to retire as Managing Director of the Company with effect from 01st April, 2015. In order to ensure proper handover of the responsibilities, the Board of Directors on recommendation of Nomination and Remuneration Committee of the Board of Directors appointed Mr. Vimal Kejriwal as

Additional Director on the Board of the Company and also as Whole Time Director of the Company with effect from 01st January, 2015 till 31st March, 2015.

Further the Board of Directors on recommendation of Nomination and Remuneration Committee at its Meeting held on 04th February, 2015 appointed Mr. Vimal Kejriwal as Managing Director of the Company to be designated as Managing Director and Chief Executive Officer (MD & CEO) of the Company with effect from 01st April, 2015 consequent to the retirement of Mr. Ramesh D. Chandak as Managing Director of the Company with effect from end of business day on 01st April, 2015.

Mr. Vimal Kejriwal is an alumnus of the Kellogg School of Management, a meritorious Chartered Accountant and a member of The Institute of Company Secretaries of India. He had thirty two years of rich corporate experience across sectors such as Pharmaceuticals, Fertilizers, Banking and Oil & Gas. Prior to his appointment as Whole Time Director he has been working as President - Transmission & Distribution Business managing the Supply Chain, Domestic and International Transmission & Power Systems Businesses of the Company. Prior to joining the Company as Chief Financial Officer in 2002, he was working in a leading Global Investment Bank. In 2006, he took over as Executive Director - International Transmission Business and in 2010, he was promoted as President - Transmission Business. Further Mr. Kejriwal was conferred with the "Outstanding Achiever Award" by the RPG Group for the years 2004-05, 2007-08 and 2013-14 in recognition for his exceptional performance and commitment.

The Board of Directors on recommendation of Nomination and Remuneration Committee had in its Meeting held on 31st October, 2014 and 04th February, 2015 approved the payment of remuneration to Mr. Vimal Kejriwal upon his appointment as Whole Time Director and as Managing Director of the Company as tabled below:

Particulars	Remuneration as Whole Time Director for the period 01.01.2015 up to 31.03.2015	Remuneration as MD and CEO for the period from 01.04.2015
Basic salary (per month)	4,49,334	5,57,345
Management Allowance (per month)	4,49,334	5,57,345
Customized Allowance Pool (per month)	10,46,559	12,98,190

with such increments to the remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time. In addition to the above remuneration, Mr. Vimal Kejriwal is also entitled to following benefits / perquisites.

- A. Performance bonus / incentive as per the rules of the Company; and
- B. Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Leave encashment as per the rules of the Company.
- C. Commission in addition to the basic salary, allowances, perquisites and performance bonus/incentive, calculated with reference to the net profits in a particular financial year, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors within the limits stipulated under Section 197 of the Companies Act, 2013, including any statutory modifications or re-enactment thereof.

In terms of Schedule V of the Companies Act, 2013, the Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, payment of Gratuity at a rate not exceeding half a month's salary for each completed year of service, provision of Company car and driver and Mobile Phone for official duties and encashment of leave at the end of his tenure shall not be included in the computation of the ceiling on remuneration.

In case the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of the Central Government, as may be required, pay to the MD & CEO the above remuneration as the minimum remuneration by way of salary, perquisites, performance Bonus, other allowances and benefits as specified above and as revised and recommended by the Nomination and Remuneration Committee and approved by the Board from time to time.

The Company operates in several countries across the globe. However pursuant to the provisions of Companies Act, 2013, only standalone profits are considered to compute the managerial remuneration and the profits of Subsidiaries and Joint Ventures are considered only in Consolidated Accounts. The performance and profitability of the Company on standalone basis had been adversely affected by the overall slowdown in economic growth and high competition in Infrastructure Industry. However keeping in view the performance and the expertise of Mr. Vimal Kejriwal, the Nomination and Remuneration Committee and Board of Directors deemed it necessary to pay remuneration as mentioned above as minimum remuneration. The Board of Directors seeks approval of the Members for payment of above Remuneration and as may be revised by the Nomination and Remuneration Committee from time to time as minimum remuneration for a period of three years subject to the approval of Central Government.

Information as required under Schedule V of the Companies Act, 2013 is as below:

I. General Information:

i. Nature of Industry

The Company is a global infrastructure Engineering Procurement and Construction (EPC) provider in the business of Power Transmission and Distribution, Cables, Railways, Telecom and Water.

ii. Date or expected date of commencement of commercial production.

The Company was incorporated in 2005 and has already commenced commercial production since long.

iii. Stand Alone Financial Performance based on given indicator

(Rs. In Lakh)

Particulars	2013-14	2012-13	2011-12
Total Revenue	6,64,174.08	5,61,271.84	4,68,946.68
Profit before Tax	15,085.55	4,373.56	25,481.48
Profit after Tax	8,558.53	455.84	18,183.87

iv. Foreign Investments or Collaborations, if any

Nil

II. Information about the appointees:

Sr. No.	Particulars	Mr. Vimal Kejriwal
1	Background details	Mr. Vimal Kejriwal is an alumnus of the Kellogg School of Management, a meritorious Chartered Accountant and a member of The Institute of Company Secretaries of India. He has thirty two years of rich corporate experience across sectors such as Pharmaceuticals, Fertilizers, Banking and Oil & Gas.
2	Past Remuneration	Mr. Vimal Kejriwal was appointed as Whole Time Director on the same remuneration as was payable to him prior to such appointment as Whole Time Director.
3	Recognition or awards	Mr. Kejriwal was conferred with the "Outstanding Achiever Award" by the RPG Group for the years 2004-05, 2007-08 and 2013-14.
4	Job Profile and suitability	He shall be responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company.
5	Remuneration Proposed	As per the Explanatory Statement for his respective appointment.
6	Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of position and Person	Mr. Vimal Kejriwal carries vast and enriched experience in the business line of the Company. He has been instrumental in the growth of the Company and the remuneration paid to him is fully justifiable and comparable to that prevailing in the industry. He shall be looking after and shall be responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company.
7	Pecuniary Relationship, directly or indirectly with the Company or relationship with the managerial personnel, if any	Nil otherwise than as above.

III. Other information:

i. Reasons for loss or inadequate Profits:

The Company is an Engineering Procurement and Construction (EPC) provider in the business of Power Transmission and Distribution, Cables, Railways, Telecom and Water. The spending on infrastructure by Government and Private player has been low in the past few years due to economic slow down and lack of policies at the Macro levels. Also the Company is competing with some big players in the Industries and hence the margins for projects have been low.

The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

ii. Steps taken or proposed to be taken for improvement:

The Company has actively taken steps to improve on the performance of the Company. The Company has hired an external agency to streamline various processes which has improved the efficiency of the operations. The Company has also sold some of its non core assets in order to reduce its debts and interest costs. These along with other measures taken by the Company and with improvement in business sentiments the Company is confident of improving its performance and profitability over the coming years.

iii. Expected increase in productivity and Profits in measurable terms:

The Company expects a better performance of the Company in all measurable parameters in the coming years in view of the various measures taken by the Company to improve on its performance.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Vimal Kejriwal are interested or concerned in passing the aforesaid Resolution. The Board of Directors recommends the appointment and remuneration of Mr. Vimal Kejriwal as Whole Time Director of the Company with effect from 01st January, 2015 up to 31st March, 2015 and as the Managing Director of the Company with effect from April 01, 2015 by the Members of the Company.

Item No. 3

In terms of the provisions of Section 197 of the Companies Act, 2013, the company can pay managerial remuneration to its Managing Director / Whole Time Director not exceeding 5% in case a company has one such Director or 10% in case of more than one such Director. In case of inadequacy of profits or no profits, company can pay remuneration as specified in Schedule V of the Companies Act, 2013.

The total remuneration already paid and proposed to be paid to Mr. Ramesh D. Chandak, Managing Director of the Company is detailed below:
(Rs. In Lakh)

Particulars	Remuneration paid to Mr. Ramesh D. Chandak for period 01.04.2014 till 30.06.2014	Remuneration paid/to be paid to Mr. Ramesh D. Chandak for period 01.07.2014 till 01.04.2015
Basic Salary	25.01	79.07
Management Allowance	17.88	56.53
Customized Allowance Pool	21.35	67.78

Additionally, Mr. Ramesh D. Chandak has been paid Annual Performance Bonus for the year 2013 – 2014 amounting to Rs. 54.68 Lakh during the year. He is also entitled to other retiral benefits as per the rules of the Company.

The Company operates in several countries across the globe. However, pursuant to the provisions of Companies Act, 2013, only standalone profits are considered to compute the managerial remuneration and the profits of Subsidiaries and Joint Ventures are considered only in Consolidated Accounts. The performance and profitability of the Company on standalone basis had been adversely affected by the overall slowdown in economic growth and high competition in Infrastructure Industry. However, keeping in view the performance and the expertise of Mr. Ramesh D. Chandak, the Nomination and Remuneration Committee and Board of Directors deemed it necessary to pay remuneration as mentioned above as minimum remuneration. The Board of Directors as an abundant caution in case the profits of the are insufficient seeks approval of the Members for payment of above Remuneration as minimum remuneration subject to the approval of Central Government.

Information as required under Schedule V of the Companies Act, 2013 is as below:

I. General Information:

- i. Nature of Industry
The Company is a global infrastructure Engineering Procurement and Construction (EPC) provider in the business of Power Transmission and Distribution, Cables, Railways, Telecom and Water.
- ii. Date or expected date of commencement of commercial production
The Company was incorporated in 2005 and has already commenced commercial production since long.
- iii. Stand Alone Financial Performance based on given indicator.

(Rs. in Lakh)

Particulars	2013-14	2012-13	2011-12
Total Revenue	6,64,174.08	5,61,271.84	4,68,946.68
Profit before Tax	15,085.55	4,373.56	25,481.48
Profit after Tax	8,558.53	455.84	18,183.87

- iv. Foreign Investments or Collaborations, if any

Nil

II. Information about the appointees:

Sr. No.	Particulars	Mr. Ramesh D. Chandak
1	Background details	Mr. Ramesh D. Chandak is a Chartered Accountant and has done Advanced Management Programme at Harvard Business School. Mr. Chandak is presently Chairman of the Transmission Line Division of Confederation of Indian Industry (CII) and Chairman of the Indo-Kazakhstan Business Council, Federation of Indian Chambers of Commerce and Industry (FICCI)
2	Past Remuneration	As per the Explanatory Statement
3	Recognition or awards	The Institute of Chartered Accountants of India awarded him the 'CA Business Leader of the Year-2008'
4	Job Profile and suitability	Mr. Ramesh D. Chandak is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company
5	Remuneration Proposed	As per the Resolution / Explanatory Statement for their respective appointment
6	Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of position and Person	Mr. Ramesh D. Chandak carries vast and enriched experience in the business line of the Company. He has been instrumental in the growth of the Company and the remuneration paid to him is fully justifiable and comparable to that prevailing in the industry. He shall be looking after and responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company

7	Pecuniary Relationship, directly or indirectly with the Company or relationship with the managerial personnel, if any	Nil, otherwise than as above.
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IV. Other information:

i. Reasons for loss or inadequate Profits:

The Company is an Engineering Procurement and Construction (EPC) provider in the business of Power Transmission and Distribution, Cables, Railways, Telecom and Water. The spending on infrastructure by Government and Private player has been low in the past few years due to economic slow down and lack of policies at the Macro levels. Also the Company is competing with some big players in the Industries and hence the margins for projects have been low.

The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

ii. Steps taken or proposed to be taken for improvement:

The Company has actively taken steps to improve on the performance of the Company. The Company has hired an external agency to streamline various processes which has improved the efficiency of the operations. The Company has also sold off some non core assets in order to reduce its debts and interest costs. These along with other measures taken by the Company and with improvement in business sentiments, the Company is confident of improving its performance and profitability over the coming years.

iii. Expected increase in productivity and Profits in measurable terms:

The Company expects a better performance of the Company in all measurable parameters in the coming years in view of the various measures taken by the Company to improve on its performance.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Ramesh D. Chandak are interested in passing of the above resolution. The Board of Directors recommends the resolution for approval by the Members of the Company.

Item No. 4

The Board of Directors at its Meeting held on 04th February, 2015 had taken on record and approved the request for retirement of Mr. Ramesh D. Chandak as Managing Director of the Company with effect from the end of business day on April 01, 2015. He however, continues as a Director of the Company. In view of the vast experience and expertise of Mr. Ramesh D. Chandak in the line of Business of the Company and also his specific knowledge due to long term association with the Company, the Nomination and Remuneration Committee at its Meeting held on February 04, 2015 recommended that Mr. Ramesh D. Chandak be appointed as Advisor of the Company to enable the Company to avail Professional Services from Mr. Ramesh D. Chandak. It is proposed to appoint Mr. Ramesh D. Chandak as Advisor of the Company on a monthly fees of Rs. 19,50,000 (Rupees Nineteen Lakh Fifty Thousand) for a period of one year with such extensions as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time on such terms and conditions as may be mutually agreed between Mr. Ramesh D. Chandak and the Company.

Pursuant to the Provisions of Section 188 of the Companies Act, 2013, appointment of any related party to any office or place of profit in the Company exceeding a monthly remuneration as prescribed from time to time shall require prior approval of Members of the Company by way of a Special Resolution. Accordingly, approval of the Members is sought for appointment of Mr. Ramesh D. Chandak as Advisor of the Company as aforesaid as required under Section 188 read with Section 197(4) of the Companies Act, 2013.

Additional Details as required under Clause 15 of the Companies (Meetings of Board & its power) Rules, 2014.

Particulars	Details
Name of the Related Party	Mr. Ramesh D. Chandak
Nature of Relationship	Director of the Company
Nature, material terms, monetary value and particulars of contract or arrangement	Mr. Ramesh D. Chandak is proposed to be appointed as Advisor for a period of one year at a monthly fee of Rs. 19,50,000

None of the Directors, Key Managerial Personnel or their relatives except Mr. Ramesh D. Chandak is interested or concerned in passing of the aforesaid resolution. The Board of Directors recommends the resolution for appointment of Mr. Ramesh D. Chandak as Advisor of the Company with effect from April 02, 2015.

By Order of the Board of Directors

Ch. V. Jagannadha Rao
Company Secretary