



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

July 03, 2017

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Symbol: KEC

Script Code: 532714

Sub: Intimation of Annual General Meeting and Book Closure

Dear Sir(s),

This is to inform you that the Twelfth Annual General Meeting ("AGM") of Members of the Company will be held on Wednesday, July 26, 2017 at 02:30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025, *inter alia* to transact the business stated in Notice dated May 19, 2017 convening the said AGM.

Pursuant to Regulation 30(2) read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the said Notice convening the AGM along with a copy of the newspaper notice published to intimate the completion of dispatch of Notice, availability of e-voting facility and announcement of the book closure period & record date.

Further, in terms of the Regulation 42 of the Listing Regulations, we hereby inform that the Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, July 20, 2017 up to Wednesday, July 26, 2017 (both days inclusive) for the purpose of the AGM and determining the members eligible to receive dividend for the financial year 2016-17. Given below are the details of book closure and record date:





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Script Code	Type of Security	Book Closure dates	Record Date	Purpose
NSE: KEC BSE: 532714	Equity	Thursday, July 20, 2017 up to Wednesday, July 26, 2017 (both days inclusive)	Wednesday, July 19, 2017	Payment of dividend of Rs. 1.60/- per equity share for the financial year ended on March 31, 2017, subject to declaration by the Shareholders at the ensuing AGM to be held on Wednesday, July 26, 2017.

This is for your information and records.

Thanking you,

Yours faithfully,
For **KEC International Limited**

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



Encl: as above

CC to:

National Securities Depositories Ltd.

'A' Wing, Trade World,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai - 400 013

Central Depository Services (India) Ltd.

17th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Link Intime India Pvt. Ltd.

Unit: KEC International Limited
C 101, 247 Park, LBS Marg, Vikhroli
West, Mumbai - 400 083





KEC INTERNATIONAL LIMITED

CIN: L45200MH2005PLC152061

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

Website: www.kecrpg.com, Email: investorpoint@kecrpg.com

Tel No.: 022-66670200, Fax No.: 022-66670287

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting ("AGM") of KEC International Limited will be held on Wednesday, July 26, 2017 at 2:30 p.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 Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend on equity shares at the rate of ₹ 1.60/- per equity share for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. H. V. Goenka (DIN: 00026726), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, Price Waterhouse Chartered Accountants LLP, (Firm's Registration No. 012754N/ N500016), be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm's Registrations No. 117365W) whose tenure expires at the Twelfth Annual General Meeting, at such remuneration plus reimbursement of actual out of pocket expenses, as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Audit Committee/

Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT Price Waterhouse Chartered Accountants LLP, if appointed shall hold the office for a period of five years, from the conclusion of the Twelfth Annual General Meeting till the conclusion of the Seventeenth Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held after the Twelfth Annual General Meeting, and the Audit Committee/Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors/ Audit Committee be and is hereby authorized to appoint Branch Auditors of any branch office of the Company, whether existing or which may be opened hereafter, outside India, in consultation with the Company's Statutory Auditors, any person(s)/ firm(s) qualified to act as Branch Auditor in terms of the provisions of Section 143(8) of the Act to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration."

6. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules

framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies and confirms the remuneration not exceeding ₹ 7,00,000 (Rupees Seven Lakh Only) and reimbursement of actual out of pocket expenses, as may be incurred by them in connection with the audit of cost records of the Company, payable to M/s. Kirit Mehta & Co., Cost Accountants (Firm Registration No. 000353), who were appointed by the Board of Directors as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the financial year ending on March 31, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force), a new set of Articles of Association of the Company, be and is hereby approved and adopted to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby, severally, authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient including filing of necessary forms with Ministry of Corporate Affairs or submission of documents with any other authority(ies), for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto."

By Order of the Board of Directors

Ch. V. Jagannadha Rao

Vice President – Legal & Company Secretary

Place: Mumbai

Date: May 19, 2017

Registered Office:

RPG House

463, Dr. Annie Besant Road

Worli, Mumbai – 400 030

NOTES:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), which sets out details relating to Special Businesses to be transacted at the Twelfth Annual General Meeting ("AGM"), is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWELFTH ANNUAL GENERAL 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.**

Pursuant to Section 105 of the Act, a person can act as a Proxy on behalf of not more than fifty (50) Members and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.

- c) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the AGM. Proxies submitted on behalf of the companies/bodies corporate etc. must be supported by an appropriate Resolution/Authority, as applicable. A Proxy Form is annexed with this Notice.
- d) During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company at its Registered Office, provided that not less than three days of Notice in writing in this regard is given to the Company.
- e) Corporate Members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.

- f) In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
- g) The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, July 20, 2017 to Wednesday, July 26, 2017 (both days inclusive).
- h) **Dividend:**
The dividend, as recommended by the Board, if declared at the AGM, will be paid on or before Friday, August 25, 2017.

sole shareholder, directly to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited (Unit: KEC International Limited), C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, Tel: 022-49186000, Fax: 022-49186060, by quoting the folio number. This information will be printed on the dividend warrants.

iii) 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 under the "Investors" tab and send the same to the Registrar and Share Transfer Agent of the Company.

For Members holding shares in Demat form:

- i) The dividend shall be paid to those Members whose names stand registered in the Company's Register of Members as Beneficial Owners as at the end of business hours on Wednesday, July 19, 2017 as per the list to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
- ii) Members may note that the bank particulars registered against their respective depository accounts will be used for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the Members holding shares in dematerialised mode for any change of bank particulars or bank mandates. Hence, such changes in Bank details, ECS mandate, address or emails are to be furnished by the Members only to their Depository Participant.

i) The Members, who are yet to encash the dividend declared by the Company till date, are advised to send requests for issuance of demand drafts in lieu of uncashed dividend warrants for any of the financial years from 2009-2010 to the Registrar and Share Transfer Agent of the Company. The last date upto which the Members are entitled to claim the Dividend pertaining to FY 2009-10 is July 23, 2017. Pursuant to the provisions of Sections 124(5) and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends up to the FY 2008-09, from time to time on due dates, to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

For Members holding shares in physical form:

- i) The dividend shall be paid to those Members whose names stand registered in the Company's Register of Members as Members after giving effect to valid share transfers lodged with the Company/Registrar and Share Transfer Agent, on or before end of business day on Wednesday, July 19, 2017.
- ii) With a view to avoid any fraudulent encashment of dividend, the Member(s) holding shares in physical form are requested to furnish, if not already furnished, their Bank Account number, the name of the Bank and Branch ("Bank Mandate") where they would like to deposit the dividend warrants for encashment. These details should be furnished by the first/

j) Details of the Director seeking re-appointment at this AGM are appended to this Notice.

k) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form SH-13 can be downloaded from the Company's website i.e. www.kecrpg.com under the "Investors" tab.

l) Members, holding shares in more than one folio in the same name(s), are requested to send share certificates so as to enable the Company to consolidate all their holdings into one folio.

m) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic

form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

- n) Electronic copy of the Annual Report for the FY 2016-17 alongwith Notice is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members, who have not registered their email address, physical copy of the Annual Report alongwith the Notice is being sent by permitted mode of dispatch.

Members may also note that the Notice of the AGM and the Annual Report for FY 2016-17 will also be available on the Company's website i.e. www.kecrpg.com under the "Investors" tab for download by the Members. Further, relevant documents referred to in this Notice are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing AGM and shall also be placed at the ensuing AGM.

- o) Pursuant to the provisions of Section 101 of the Act and Rules framed thereunder, companies are allowed to send communication(s) to Members electronically. To support the "Green Initiative", we request Members, holding shares in demat form, to kindly register/update their email address with their respective Depository Participants. Further, Members holding shares in physical form, can kindly register/update their email address with the Registrar and Share Transfer Agent of the Company at rnt.helpdesk@linkintime.co.in or with the Company at investorpoint@kecrpg.com. The registered email address will be used for sending all future communication(s).
- p) The Register of Directors and Key Managerial Personnel ("KMP") and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors & KMPs are interested, maintained under Section 189 of the Act, will be available for inspection at the AGM.
- q) The Members, desiring any information with regard to the Financial Statements 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 AGM.

- r) The route map of the venue of the AGM is annexed to this Notice.
- s) Members are requested to sign and handover the attendance slip at the registration counter at the venue of the AGM.

VOTING -

- A) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide to the Members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting facility. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited.
- B) The facility for voting either through electronic voting system or ballot paper shall also be made available at the AGM. The Members attending the meeting and who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
- C) The Members, who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
- D) The voting right of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on Wednesday, July 19, 2017 ("cut-off date").
- E) Any person, who acquires the share(s) of the Company and becomes a Member of the Company after the dispatch of this Notice of AGM and holds the share(s) as on the cut-off date, can also cast their vote through remote e-voting facility or at the AGM.
- F) The Company has appointed Mr. P. N. Parikh (FCS-327) and failing him Ms. Jigyasa Ved (FCS-6488) of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, to act as Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- G) The Results will be declared within 48 hours after the AGM. The results declared along with the Scrutinizer's

Report shall be uploaded on the Company's website i.e. www.kecrpg.com and on the website of CDSL e-voting i.e. www.evotingindia.com and the same shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

The instructions for shareholders voting electronically are as under:

- i. The remote e-voting period commences on Sunday, July 23, 2017 (09:00 a.m. IST) and ends on Tuesday, July 25, 2017 (05:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Wednesday, July 19, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- ii. Members who have already cast their vote through remote e-voting prior to the date of AGM would not be entitled to vote at the AGM venue.
- iii. The Members should log on to the e-voting website www.evotingindia.com.
- iv. Click on "Shareholders/Members" tab.
- v. 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 their Folio Number registered with the Company.
- vi. Next, enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii. If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN (Permanent Account Number)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members). <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 last 8 digits of the demat account/ folio number in the PAN field. <p>In case the folio number is less than 8 digits, enter the required number of "0"s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the Depository or Company, please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. The 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.

- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN relevant for KEC International Limited on which you choose to vote.
- xiii. 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. Selecting option YES implies that you assent to the resolution and selecting the option NO implies that you dissent to the resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code, click on Forgot Password & enter the details as prompted by the system.
- xix. Members can also cast their vote using CDSL's mobile App m-Voting available for android, iOS & Windows based mobiles. The m-Voting App can be downloaded from Google Play Store. iPhone and Windows phone users can download the App from the App Store and the Windows Phone Store respectively. Members are requested to follow the instructions as prompted by the mobile app while voting through mobile App.
- xx. **Note for Non-Individual Members and Custodians:**
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 linked in the login should be emailed 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.
- xxi. In case of any queries or issues regarding e-voting, Members may refer to 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 ("the Act")

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

Item No. 4 – Appointment of Statutory Auditors

Business set out at Item No. 4 of this Notice relating to the appointment of Statutory Auditors is an Ordinary business. In terms of the provisions of the Act no explanatory statement is required to be provided for an Ordinary business. However, the explanatory statement on the same is provided here for the purpose of facilitating better understanding of the Members.

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, the term of the present Statutory Auditors, M/s. Deloitte Haskins & Sells, expires at the conclusion of the Twelfth Annual General Meeting.

In view of the above, the Board of Directors, based on the recommendation of the Audit Committee, proposes the appointment of the Price Waterhouse Chartered Accountants LLP (Firm's Registration No. 012754N/ N500016) ("PwC"), as the Statutory Auditors of the Company to the Members for their approval. If approved by the Members, the appointment of PwC as the Statutory Auditor will be for a period of five years commencing from the conclusion of Twelfth Annual General Meeting till the conclusion of the Seventeenth Annual General Meeting (subject to ratification of the appointment by Members at every Annual General Meeting held after the Twelfth Annual General Meeting).

PwC has confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed

as Statutory Auditor in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Act and the Companies (Audit and Auditors) Rules, 2014.

The Board recommends the resolution, as set out at Item No. 4 of the accompanying Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5 – Appointment of Branch Auditors

For execution of various projects awarded to the Company in various countries, the Company has setup several branches outside India. Further, the Company may also open new branches outside India in future. For carrying out the audit of the accounts of such branches, it is necessary to appoint Branch Auditors. The Members are requested to authorize the Board of Directors/Audit Committee of the Company to appoint Branch Auditors in consultation with the Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.

The Board recommends the resolution, as set out at Item No. 5 of the accompanying Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6 – Ratification of remuneration to Cost Auditors

In accordance with the provisions of Section 148 of the Act and the Companies (Audit and Auditors) Rules, 2014 ("Rules"), the Company is required to appoint a cost auditor to audit the cost records of the Company. On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 19, 2017 have approved the appointment of M/s. Kirit Mehta & Co., Cost Accountants as the Cost Auditor of the Company for the FY ending on March 31, 2018 at a remuneration of ₹ 700,000/- (Rupees Seven Lakh Only) and reimbursement of actual out of pocket expenses incurred, if any, in connection with the cost audit. In terms of the provisions of the Act and Rules, the remuneration of the Cost Auditors is required to be ratified by the Members of the Company.

The Board recommends the resolution, as set out at Item No. 6 of the accompanying Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7 – Adoption of Articles of Association as per the provisions of the Companies Act, 2013

The existing Articles of Association ("AoA") are framed based on the erstwhile provisions of the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Further, some regulations in the existing AoA are no longer in conformity with provisions of the Companies Act, 2013 ("the Act").

With the enactment of the Act and enforcement of most of the Sections of the Act and Rules framed thereunder, it is considered expedient to replace the existing AoA in full by adoption of necessary new set of AoA so as to align with the provisions of the Act.

The draft of the proposed new AoA, which is being uploaded on the Company's Website for perusal of the Members, shall be available for inspection at the Registered Office of the Company.

The shareholders of the Company can also obtain a copy of the draft new set of AoA by giving a written request to the Secretarial Department at the Registered Office of the Company.

The Board recommends the resolution, as set out at Item No. 7 of the accompanying Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

By Order of the Board of Directors

Ch. V. Jagannadha Rao

Vice President – Legal & Company Secretary

Place: Mumbai

Date: May 19, 2017

Registered Office:

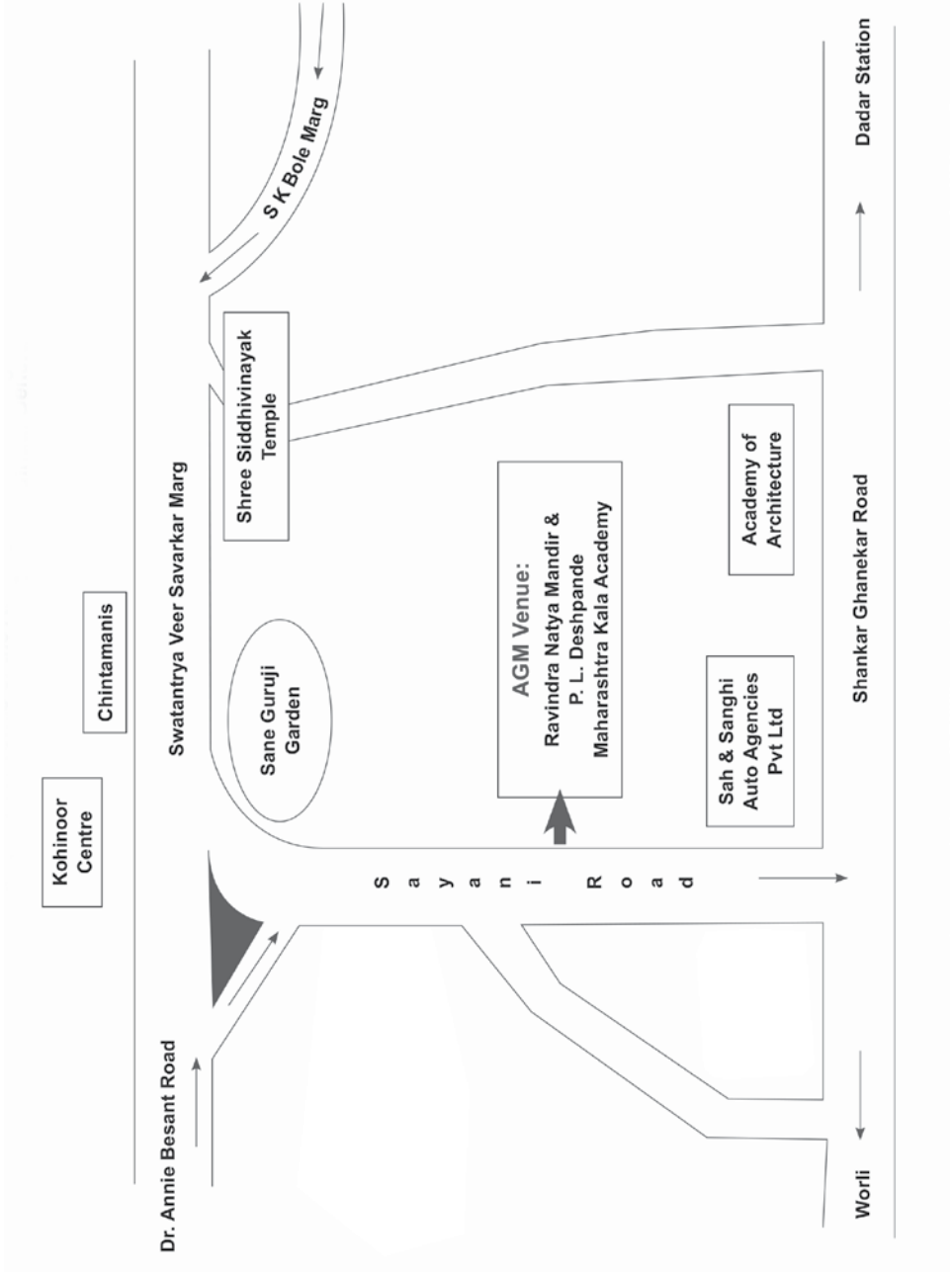
RPG House, 463, Dr. Annie Besant Road
Worli, Mumbai – 400 030

Details of Mr. H. V. Goenka, Director seeking re-appointment, as set out in Item No. 3 of this Notice, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings are as follows:

Name of the Director	Mr. H. V. Goenka
Date of Birth & Age	December 10, 1957 (59 Years)
Date of first appointment on the Board	January 12, 2006
Qualification	B.A. (Hons.), Calcutta University and MBA (IMD, Switzerland)
Expertise in specific functional area	Mr. Harsh Vardhan Goenka is the Group Chairman of RPG Enterprises, one of the leading and oldest business groups in India. The elder son of late Shri R. P. Goenka, founder of RPG Group, he has inherited two centuries of entrepreneurial business acumen of the well-known Goenkas of Kolkata. He has served as President of the Indian Merchants' Chambers and as member on the Executive Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI). He is currently a member of the Foundation Board of IMD, Lausanne, Switzerland. He is also the Chairman of Breach Candy Hospital Trust.
Directorship in other listed companies	<ol style="list-style-type: none"> 1. CEAT Limited 2. Bajaj Electricals Limited 3. Zensar Technologies Limited 4. RPG Life Sciences Limited
Membership of Committees in other listed companies (Includes only Audit & Stakeholders Relationship Committee)	Nil
No. of shares held in the Company	4,848,425 equity shares of ₹ 2/- each
Relationship with other Directors and Key Managerial Personnel	Nil

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn, etc., please refer to the Corporate Governance Report section of the Annual Report.

Route map to the venue of Annual General Meeting



Venue : Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025



KEC INTERNATIONAL LIMITED

CIN: L45200MH2005PLC152061

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

Website: www.kecrpg.com, Email: investorpoint@kecrpg.com, Tel No.: 022-66670200, Fax No.: 022-66670287

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 Twelfth Annual General Meeting of KEC International Limited to be held on Wednesday, July 26, 2017 at 2:30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025.

Signature of the shareholder or proxy

*Applicable for Members holding shares in dematerialised form.

@Applicable for Members holding shares in physical form.



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FORM NO. MGT-11 PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s) :

Registered Address :

Email ID :

Folio No./Client ID :

DP ID :

I/We, being the holder(s) of shares of the above named Company, hereby appoint;

1. Name : Address :

E-mail Id : Signature :, or failing him

2. Name : Address :

E-mail Id : Signature :, or failing him

3. Name : Address :

E-mail Id : Signature :, or failing him





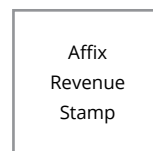
as my/our proxy to attend and vote for me/us and on my/our behalf at the Twelfth Annual General Meeting of the Company, to be held on Wednesday, July 26, 2017 at 2:30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution
1.	Adoption of Audited Financial Statements (including the Consolidated Financial Statements) and Reports of Directors and Auditors thereon.
2.	Declaration of Dividend for the financial year 2016-17.
3.	Re-appointment of Mr. H. V. Goenka (DIN: 00026726) as Director of the Company.
4.	Appointment of Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company.
5.	Authority for appointment of Branch Auditors.
6.	Ratification of remuneration payable to Cost Auditors.
7.	Adoption of Articles of Association as per the provisions of the Companies Act, 2013.

Signed this.....day of July, 2017

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

KEC**KEC INTERNATIONAL LIMITED**

(CIN: L45200MH2005PLC152061)

Registered Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai – 400 030**Website:** www.kecrpg.com; **Email:** investorpoint@kecrpg.com**Tel No.:** 022-66670200; **Fax No.:** 022-66670287**Notice of the Twelfth Annual General Meeting, e-voting information and Book Closure**

NOTICE is hereby given that the Twelfth Annual General Meeting ("the AGM") of the Members of the Company will be held on Wednesday, July 26, 2017 at 02:30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025 to transact the business, as set out in the Notice dated May 19, 2017 of the AGM. The Notice convening the AGM along with the Annual Report for the FY 2016-17 has been sent on July 1, 2017, through electronic mode (i.e. e-mail) to the Members, whose e-mail addresses have been made available by the Depositories or are registered with the Company and through permitted mode to all other Members at their registered address. The abovesaid Notice of AGM and Annual Report are also placed under "Investors" tab on the Company's website i.e. www.kecrpg.com and on website of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Members are provided with the facility to cast their votes by an electronic voting system from a place other than the place of the AGM ("remote e-voting") through the e-voting services of CDSL in respect of all the business to be transacted at the AGM. The procedure to cast vote using e-voting system has been described in the Notice of AGM under the caption "Voting".

The remote e-voting period commences on Sunday, July 23, 2017 (09:00 a.m. IST) and ends on Tuesday, July 25, 2017 (05:00 p.m. IST). During this period, Members may cast their votes electronically. The remote e-voting module shall be disabled by CDSL thereafter.

The voting right of the Members shall be in proportion to their paid up value of share in the paid up equity share capital of the Company as on Wednesday, July 19, 2017 ("cut-off date"). Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote on all the business set forth in the Notice of the AGM. Any person, who acquires the shares of the Company after the dispatch of the Notice of AGM and holding the shares as of the cut-off date, shall also be entitled to cast their vote through remote e-voting facility or at the AGM and such person may obtain the Login ID and password from CDSL by sending a request at helpdesk.evoting@cdslindia.com. However, if a person is already registered with CDSL for e-voting then he/she may use the existing Login ID and password for casting vote.

The facility for voting, either through e-voting system or polling paper shall also be made available at the AGM. Members who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

In case you have any queries or issues regarding the remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 at helpdesk number 18002005533 or write an e-mail to helpdesk.evoting@cdslindia.com.

Notice is hereby given that pursuant to the provisions of Section 91 of the Act read with the Rules framed thereunder and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 20, 2017 to Wednesday, July 26, 2017 (both days inclusive) for the purpose of AGM and also to determine the members eligible to receive dividend for the financial year 2016-17. The record date for the purpose of payment of dividend will be Wednesday, July 19, 2017

For KEC International Limited
Sd/-

Ch. V. Jagannadha Rao

Place: Mumbai

Vice President - Legal & Company Secretary

Date: July 01, 2017.



KEC

केईसी इंटरनॅशनल लिमिटेड

(सीआयएन : एल४५२००एमएच२००५पीएलसी१५२०६१)

नोंदणीकृत कार्यालय : आरपीजी हाऊस, ४६३, डॉ. अनी बेडंत रोड, वरळी, मुंबई - ४०००३०

संकेतस्थळ : www.kecrg.com ई-मेल : investorpoint@kecrg.com

दू.क्र. : ०२२-६६६७०२०० फॅक्स क्र. : ०२२-६६६७०२८७

बाराव्या वार्षिक सर्वसाधारण सभेची,

ई-मतदान माहिती आणि बुक क्लोजरची सूचना

सूचना याद्वारे देण्यात येते की, कंपनीच्या सभासदांची बारावी वार्षिक सर्वसाधारण सभा (एजीएम) बुधवार २६ जुलै, २०१७ रोजी दु. ०२.३० वा. रविंद्र नाट्य मंदिर, पी. एल. देशपांडे महाराष्ट्र कला अकादमी, सयानी रोड, प्रभादेवी, मुंबई-४०००२५ येथे १९ मे, २०१७ च्या एजीएम सूचनेत नमूद व्यवहारांवर कामकाज करण्यास घेण्यात येणार आहे. वि. व. २०१६-१७ करिता वार्षिक अहवालासह एजीएम निमंत्रणाची सूचना १ जुलै, २०१७ रोजी ज्या सभासदांचे ई-मेल आयडी डिपॉझिटरीज वा कंपनीकडे नोंदणीकृत आहेत, त्यांना इलेक्ट्रॉनिक पद्धतीने (ई-मेल) पाठविले आहेत आणि इतर सर्व सभासदांना त्यांच्या नोंदणीकृत पत्त्यावर योग्य प्रकारे पाठविण्यात आले आहे. उपरोक्त एजीएमची सूचना व वार्षिक अहवाल कंपनीची वेबसाईट: www.kecrg.com येथील 'इन्व्हेस्टर' टॅब येथे आणि सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड ("सीडीएसएल") ची वेबसाईट म्हणजेच, www.evotingindia.com वर उपलब्ध आहे.

कंपनी अधिनियम, २०१३ ("अधिनियम") च्या कलम १०८ आणि त्यातील नियमांतर्गत आणि सेबी (लिस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्कलोजर रिक्वायर्मेंट्स) रेग्युलेशन्स, २०१५ ("लिस्टिंग रेग्युलेशन्स") च्या नियमावली ४४ अंतर्गत तरतुदी अन्वये सभासदांना त्यांचे मत नोंदविण्याकरिता 'रिमोट ई-मतदानाची' इलेक्ट्रॉनिक मतदान एजीएमच्या ठिकाणाहून इतर ठिकाणी करण्याची सुविधा सदर एजीएममधील सर्व व्यवहारांवर कामकाज करण्यास 'सीडीएसएल'द्वारे पुरविण्यात येणाऱ्या ई-मतदानाची सेवा पुरविण्यात येणार आहे. ई-मतदान प्रक्रिया सूचनेतील 'व्होटिंग' नावाने नमूद असलेल्या विभागात उपलब्ध आहे.

रिमोट ई-मतदानाचा कालावधी रविवार, २३ जुलै, २०१७ रोजी (स. ९.०० वा. भाप्रवे) रोजी सुरु होईल आणि मंगळवार, २५ जुलै, २०१७ रोजी (स. ०५.०० वा. भाप्रवे) रोजी संपेल. सदर कालावधीत सभासद त्यांचे मत इलेक्ट्रॉनिक पद्धतीने नोंदवू शकतात. त्यानंतर ई-मतदान मॉड्युल सीडीएसएलद्वारे बंद करण्यात येईल.

सभासदांचे मतदानाचे हक्क त्यांच्याद्वारे कंपनीच्या भाग भांडवलामधील बुधवार, १९ जुलै, २०१७ (कट ऑफ तारीख) प्रमाणे धारक असल्यास त्यांच्या प्रमाणात असतील. कोणतीही व्यक्ती कट-ऑफ तारखेप्रमाणे कंपनीची सभासद असल्यास ते त्यांचे मत एजीएम सूचनेतील नमूद कामकाजावर नोंदवू शकतात.

एजीएम सूचना आणि वार्षिक अहवाल पाठविल्यानंतर कोणत्याही व्यक्तीने कंपनीचे शेअर्स प्राप्त केल्यास आणि कंपनीचे सभासद झाल्यास आणि कट ऑफ तारखेप्रमाणे शेअर्सचे धारक असल्यास रिमोट ई-व्होटिंग किंवा एजीएममध्ये मतदान करण्यास हक्कदार आहेत आणि सीडीएसएल यांस helpdesk.evoting@cdslindia.com येथे विनंती पाठवून लॉगिन आयडी आणि पासवर्ड मागवू शकतात. तरी एखादी व्यक्ती सीडीएसएलकडे ई-मतदानाकरिता नोंदणीकृत असल्यास त्यांचा अस्तित्वातील लॉगिन आयडी आणि पासवर्ड त्यांचे मत नोंदविण्याकरिता वापरू शकतात.

मतदानाची सुविधा, ई-मतदान पद्धत वा पोलिंग पेपरद्वारे एजीएममध्ये उपलब्ध करण्यात येईल. ज्या सभासदांनी त्यांचे मत रिमोट ई-मतदानाद्वारे नोंदवले नाहीत ते त्यांचा मतदानाचा अधिकार एजीएममध्ये बजावू शकतात. ज्या सभासदांनी त्यांचे मत एजीएमपूर्वी रिमोट ई-मतदानाने नोंदविले असल्यास ते एजीएममध्ये उपस्थित राहू शकतात, परंतु पुन्हा मतदान करू शकत नाहीत.

रिमोट ई-मतदानासंबंधी कोणतीही शंका वा समस्या असल्यास सभासद फ्रिक्वेन्टली आस्कड क्वेश्चन्स (एफएक्युज) आणि www.evotingindia.com येथील ई-मतदान मॅन्युअल हेल्प विभागांतर्गत पाहू शकता वा श्री. राकेश दळवी, उप व्यवस्थापक, सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड, १७ वा मजला, फिरोझ जीजीभाय टॉवर्स, दलाल स्ट्रीट, फोर्ट, मुंबई-४००००१ येथे, नोंदणीकृत ई-मेल आयडी helpdesk.evoting@cdslindia.com वा दूरध्वनी क्रमांक १८०० २०० ५५३३ येथे संपर्क साधू शकतात.

याद्वारे सूचना देण्यात येते की, अधिनियमाच्या कलम ९१ च्या तरतुदी सहवाचता त्या अंतर्गत बनविलेले नियम आणि लिस्टिंग रेग्युलेशन्सचे रेग्युलेशन ४२ नुसार एजीएम आणि आर्थिक वर्ष २०१६-१७ साठी लाभाश प्राप्त करण्यास पात्र सभासद सुनिश्चित करण्याच्या कारणास्तव कंपनीच्या सभासदांची नोंदवही आणि भाग हस्तांतरण पुस्तके गुरुवार, २० जुलै, २०१७ ते बुधवार २६ जुलै, २०१७ (दोन्ही दिवस धरून) बंद राहतील. लाभाश प्रदानासाठी रेकॉर्ड डेट आहे बुधवार १९ जुलै, २०१७.

केईसी इंटरनॅशनल लिमिटेडकरिता

चे. व्ही. जगन्नाथ राव

स्थळ : मुंबई

दिनांक : जुलै ०१, २०१७

उप-अध्यक्ष-कायदा आणि कंपनी सचिव