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CONSUMERS ENERGY CO
Form DEF 14A
April 22, 2002

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the registrant [X]

Filed by a party other than the registrant []

Check the appropriate box:

[] Preliminary proxy statement. [] Confidential, for use of the
Commission only (as permitted by
Rule 14a-6(e) (2)).

[X] Definitive proxy statement.

[] Definitive additional materials.

[] Soliciting material pursuant to Rule 14a-12

Consumers Energy Company

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of filing fee (check the appropriate box):

[X] No fee required.

[] Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and
0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the
filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[CONSUMERS ENERGY LOGO]

CONSUMERS ENERGY COMPANY
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
MAY 24, 2002

To the Shareholders of Consumers Energy Company:

The annual meeting of shareholders of Consumers Energy Company will be held on Friday, the 24th day of May 2002, at 10:30 A.M., Eastern Daylight Saving Time, at the Dearborn Inn, 20301 Oakwood Boulevard, Dearborn, Michigan 48124. The purposes of the meeting are:

- (1) Electing a Board of Directors of 11 members;
- (2) Ratifying the appointment of independent auditors to audit the financial statements of Consumers Energy Company for the year ending December 31, 2002; and
- (3) Transacting such other business as may properly come before the meeting.

The annual report to the shareholders for the year 2001, including financial statements, has been furnished to you.

The Board of Directors has set April 1, 2002 as the record date for the annual meeting. Shareholders are invited to attend the meeting. WE ARE NOT ASKING YOU FOR A PROXY.

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Rodger A. Kershner
Senior Vice President and Secretary

Consumers Energy Company
212 West Michigan Avenue
Jackson, Michigan 49201

April 22, 2002

INFORMATION STATEMENT

INTRODUCTION

This Information Statement is furnished by the Board of Directors of Consumers Energy Company ("Consumers") in connection with the Annual Meeting of Shareholders to be held on May 24, 2002.

As of December 31, 2001, Consumers' outstanding Common Stock (\$10 par value) and Preferred Stock (\$100 par value) consisted of 84,108,789 shares of Common Stock held by CMS Energy Corporation ("CMS") and 441,599 shares of Preferred Stock. Holders of Preferred and Common Stock are entitled to 1 vote for each share and shareholders have cumulative voting rights for the election of directors. That is, holders of preferred and common shares are entitled to as many votes as equal the number of shares held multiplied by the number of directors to be elected, and they may cast all of such votes for a single nominee or distribute them among any two or more nominees as they choose.

While all shareholders are cordially invited to attend the annual meeting, WE ARE NOT ASKING YOU FOR A PROXY. We have been advised that all 84,108,789 Consumers common shares held by CMS (99.5% of the Consumers shares entitled to vote) will be voted in favor of the proposed directors and in favor of the appointment of the independent auditor, thus assuring the adoption of these proposals.

To the knowledge of management, no person or entity except CMS owns beneficially more than 5% of any class of Consumer's outstanding voting securities.

The determination of approval of corporate action by the shareholders is based on votes "for" and "against". Abstentions and broker non-votes are not counted as "against" votes but are counted in the determination of a quorum.

INCORPORATION BY REFERENCE -- CMS PROXY STATEMENT

Please refer to the enclosed CMS proxy statement dated April 22, 2002 for information regarding the nominees for directors, meetings and committees of the Board of Directors, compensation of directors and executive officers and various other 2002 proxy statement information. This information appears beginning with the heading "ELECTION OF DIRECTORS" in the CMS proxy statement, and is incorporated by reference herein.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Federal securities laws require Consumers directors and designated executive officers, and persons who own more than 10% of Consumers stock, to file with the Securities and Exchange Commission reports of ownership and changes in ownership of any securities or derivative securities of Consumers. To Consumers' knowledge, during the year ended December 31, 2001 all Consumers directors and designated executive officers made all required filings.

INDEPENDENT AUDITORS

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Arthur Andersen LLP served as Consumers' independent auditors for the year 2001. Additional discussion related to the independent auditors for Consumers and CMS is contained in the enclosed CMS proxy statement under the heading "Ratification of the Appointment of Independent Auditors".