



EGM of Shareholders
11.07.2015
Ballot Paper

KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED
(CIN: L64120DL1984PLC114336)

Kalindee Rail Nirman (Engineers) Limited

(CIN: L64120DL1984PLC114336)

Registered Office: F-5, Gautam Nagar, Gulmohar Park Road, New Delhi - 110049

Tel No.011-26857375; Fax No.011-26851279; Email : info@kalindee.net;

Website: http://kalindee.net

To

The Public Shareholders

Kalindee Rail Nirman (Engineers) Limited ("**Company**")

The Board of Directors of the Company had, at its meeting held on May 21, 2014, approved a Scheme of Amalgamation under Sections 391-394 of the Companies Act, 1956 ("**Act**") between Kalindee Rail Nirman (Engineers) Limited and Texmaco Rail & Engineering Limited and their respective Shareholders and Creditors (the "**Scheme**"). The Company seeks the approval of the Public Shareholders (the term "public" shall have the meaning ascribed to such term in Rule 2(d) of the Securities Contract (Regulation) Rules, 1957) to the Scheme by way of postal ballot pursuant to the requirements under Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities and Exchange Board of India ("**SEBI Circulars**"), conditions laid down in the Observation Letter dated April 9, 2015 issued by the BSE Limited ("**BSE**"), Observation Letter dated April 10, 2015 issued by the National Stock Exchange of India Limited ("**NSE**") pursuant to the SEBI Circulars, the Listing Agreement and under the relevant provisions of applicable law.

The Scheme shall be implemented only upon and subject to all conditions prescribed in the Scheme, including approval of the Public Shareholders and the approval and sanction by the Hon'ble High Court of Delhi at New Delhi and the Hon'ble High Court of Judicature at Calcutta.

The Resolution on the Scheme along with the Explanatory Statement is set out in the accompanying "Notice of Postal Ballot" for your consideration. A Postal Ballot Form is also enclosed.

The Company has appointed Jatin Gupta of M/s S. P. J. & Co., Company Secretaries, New Delhi, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Further, the approval of the Public Shareholders of the Company will also be sought on the Scheme under Sections 391-394 of the Act at the meeting of the Public Shareholders to be convened on July 11, 2015 as per the directions of the Hon'ble High Court of Delhi at New Delhi.

In terms of the SEBI Circulars, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the Resolution are more than the number of votes cast by the Public Shareholders against the Resolution.

You 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 postage pre-paid envelope so as to reach the Scrutinizer on or before July 10, 2015 at 17:00 hours. Ballot forms received after the said date will be treated as if the reply from such Public Shareholders has not been received.

In compliance with the provisions of the SEBI circulars, Companies Act, 2013 read with the relevant rules and the Listing Agreement, the Public Shareholders may cast their votes either through Postal Ballot Form or through Electronic Form (e-voting). The instructions for voting in either of the two modes are set out in the Postal Ballot Form sent along with this Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots and the results of the postal ballot will be announced by chairman on July 13, 2015 at 12:00 hours at the Registered Office of the Company at F-5, Gautam Nagar, Gulmohar Park Road, New Delhi - 110049, and shall also be posted on the website of the Company at <http://kalindee.net>

By Order of the Board
For **Kalindee Rail Nirman (Engineers) Limited**

Sd/-
Hemant Kumar
Director
DIN: 03599801

Date: June 6, 2015
Place: New Delhi

Kalindee Rail Nirman (Engineers) Limited

(CIN: L64120DL1984PLC114336)

Registered Office: F-5, Gautam Nagar, Gulmohar Park Road, New Delhi - 110049

Tel No.011-26857375; Fax No.011-26851279; Email : info@kalindee.net;

Website : http://kalindee.net

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions of the Companies Act, 2013, Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities & Exchange Board of India ("**SEBI Circulars**"), for the approval of the Public Shareholders (the term "public" shall have the meaning ascribed to such term in Rule 2 (d) of the Securities Contract (Regulations) Rules, 1957) of the Company to the following resolutions as Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 391-394 and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013 and subject to the approval of the Hon'ble High Court of Delhi at New Delhi and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Delhi at New Delhi, the Scheme of Amalgamation between Kalindee Rail Nirman (Engineers) Limited and Texmaco Rail & Engineering Limited and their respective Shareholders and Creditors be and is hereby approved".

RESOLVED FURTHER THAT the Board of Directors of the Company including duly constituted Committee of Directors thereof, be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to have the Scheme approved by the Hon'ble High Court of Delhi at New Delhi and other relevant authorities (as may be required), to effectively implement the arrangement embodied in the Scheme and to accept such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Delhi at New Delhi and/or other relevant authorities, including to file relevant applications and make appropriate representations in respect thereof, and take all necessary steps in the matter as they may in their absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any questions, doubts and difficulties that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee of Directors be and are hereby authorized to delegate all or any of their powers herein conferred, to any Director(s) or any other officer(s)/authorized representative(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board
For Kalindee Rail Nirman (Engineers)Limited

Sd/-
Hemant Kumar
Director
DIN: 03599801

Date : June 6, 2015
Place : New Delhi

Notes :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("**2013 Act**") is annexed hereto. The Public Shareholders may also refer to the Scheme of Amalgamation as attached to the notice of meeting of the shareholders convened by the Hon'ble High Court of Delhi at New Delhi. Copy of the Scheme of Amalgamation and Explanatory Statement are also available at the website of the Company i.e. <http://kalindee.net> and may also be obtained from the Registered Office of the Company.
2. The Notice is being sent to all Public Shareholders (the term "public" shall have the meaning ascribed to such term in Rule 2(d) of the Securities Contracts (Regulation) Rules, 1957), whose names appear on the Register of Members/List of Beneficial Owners as received from Central Depository Services (India) Limited ("**CDSL**") as on May 29, 2015. This is in accordance with the provisions of Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, issued by the Securities and Exchange Board of India.
3. The Notice is also placed on the Company's website, <http://kalindee.net>
4. Voting period commences at 00:00 hours on June 11, 2015 and ends at 17:00 hours on July 10, 2015.
5. Resolution passed by the public shareholders through Postal Ballot will be deemed to have been passed at a General Meeting of the shareholders.
6. As required under Rule 20(3)(v) and Rule 22(3) of the Rules, advertisements are being published in the newspapers.
7. Pursuant to the SEBI Circulars, ^{31.05.2015} the Company is pleased to offer e-voting facility to the Public Shareholders, as an alternate to voting by dispatching the Postal Ballot Form to the Company, to enable them to cast their votes electronically. The Company has entered into an agreement with Central Depository Services (India) Limited ("**CDSL**") for facilitating e-voting. E-voting is optional for the public shareholders.
8. Public Shareholders who have registered their e-mail IDs are being sent Notice of Postal Ballot by e-mail and others are being sent by prescribed post along with Postal Ballot Form. Public shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link helpdesk.evoting@cdslindia.com or seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agents namely, MCS Share Transfer Agents Limited, fill-in the details and send the same to the Scrutinizer.
9. **The instructions for Public Shareholders for voting electronically are as under:-**

(A) In case of Public Shareholders receiving e-mail:

Voting through electronic means

- (i) Log on to the e-voting website <https://www.evotingindia.com>
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to <https://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"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg., If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and DematA/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 29-08-2015 in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 relevant EVSN of Kalindee Rail Nirman (Engineers) Limited on which you choose to vote. This will take you to the voting page.
- (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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of Public Shareholders receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - The voting period begins on June 11, 2015 at 00.00 hours and ends on July 10, 2015 at 17:00 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th May 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - 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 CDSL under help section or write an email to helpdesk.evoting@cdslindia.com.
- The Company has appointed Mr. Jatin Gupta of S.P.J. & Co., Company Secretaries as Scrutinizer, for conducting the entire Postal Ballot process in a fair and transparent manner.
 - Kindly note that the Public Shareholders can opt only one mode of voting i.e., either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case a public shareholder has voted both through physical postal ballot as well as e-voting, then voting done through valid e-voting will prevail and voting done by physical postal ballot will be treated as invalid. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting.
 - For the purpose of voting through physical ballot, you are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed stamped self addressed envelope, so as to reach the Scrutinizer at the address of the Company as printed on the said stamped self addressed envelope on or before July 10, 2015 (17:00 hours). No other request/ details furnished in the stamped self addressed envelope will be entertained.
 - In cases where the Postal Ballot Form has been signed by an Authorised Representative of a Body Corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
 - Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e. May 29, 2015.
 - The Postal Ballot Forms received after July 10, 2015 will be treated as if reply from the Public Shareholder has not been received.
 - The Scrutinizer will submit his report addressed to the Chairman of the Company or to any other person duly authorized in this behalf by the Chairman, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman appointed by the Company in this regard or by the Person authorised in this behalf by the Chairman on July 13, 2015 at 12.00 hours at the Registered Office of the Company and will also be published in newspapers and communicated to the Stock Exchanges where the Company's shares are listed. The results of the E-Voting and Postal Ballot along with the Scrutinizer's report will also be displayed on the Company's website, <http://kalindee.net> and on the website of CDSL i.e. <https://www.evotingindia.com>
 - Mr. Anil Sharma, Company Secretary, has been appointed as the person responsible for the entire Postal Ballot process. He will be responsible to address the grievances connected with the Postal Ballot.
 - Documents specifically stated in the Statement pursuant to Section 102 of 2013 Act are open for inspection at the Registered Office of the Company between 10:00 hours and 17:00 hours on all working days (except Saturdays, Sundays and Public Holidays) up to the date of announcement of result of Postal Ballot. ?

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 (1) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

1. BACKGROUND OF THE COMPANIES

1.1 Kalindee Rail Nirman (Engineers) Limited

- i. Kalindee Rail Nirman (Engineers) Limited, the Applicant/ Amalgamating Company, is a public limited company which was incorporated in the state of Rajasthan on February 15, 1984 under the Companies Act, 1956 ("**Act**"). The Applicant/ Amalgamating Company earlier had its registered office at Jaipur in the state of Rajasthan, which was subsequently changed to its present registered office at New Delhi with effect from February 22, 2002. The Applicant/ Amalgamating Company has its registered office at F-5, Gautam Nagar, Gulmohar Park Road, New Delhi - 110 049.
- ii. The Applicant/ Amalgamating Company is authorized to and is primarily engaged in building infrastructure for rail transport under one roof on turn key basis.
- iii. The Equity Shares of the Applicant/Amalgamating Company are listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**").
- iv. The details of the share capital structure of the Applicant/ Amalgamating Company as on March 31, 2015 are as under:

Share Capital	Amount in Rupees
Authorized Capital	
65,000,000 equity shares of Rs.10/-	650,000,000
Total	650,000,000
Issued, Subscribed and Paid-up	
16,507,597 equity shares of Rs.10/- each	165,075,970
Total	165,075,970

There has been no material change in the share capital structure of the Applicant/ Amalgamating Company subsequent to March 31, 2015.

1.2 Texmaco Rail & Engineering Limited

- i. Texmaco Rail & Engineering Limited, the Amalgamated Company was incorporated under the Act on June 25, 1998 under the name Texmaco Machines Private Limited. The name of the Amalgamated Company was then changed to Texmaco Machines Limited pursuant to a Fresh Certificate of Incorporation Consequent upon Change of Name on Conversion to a Public Limited Company dated March 3, 2010 issued by the Registrar of Companies, West Bengal. The name of the Amalgamated Company was then changed to its present name pursuant to a Fresh Certificate of Incorporation Consequent upon Change of Name dated April 23, 2010 issued by the Registrar of Companies, West Bengal. The Registered Office of the Amalgamated Company is situated at Belgharia, Kolkata - 700 056, West Bengal, India.
- ii. The Amalgamated Company is involved in the business of manufacturing of rolling stock, hydro mechanical equipment, steel castings, agricultural and other equipment
- iii. The Equity Shares of the Amalgamated Company are listed on the BSE, the NSE and the Calcutta Stock Exchange Limited.
- iv. The details of the share capital structure of the Amalgamated Company as on March 31, 2015 are as under:

Share Capital	Amount in Rupees
Authorized Capital	
300,000,000 equity shares of Re.1/- each.	300,000,000
Total	300,000,000
Issued, Subscribed and fully paid-up	
210,063,973 equity shares of Re.1/- each	210,063,973
Total	210,063,973

There has been no material change in the Share Capital structure of the Amalgamated Company after March 31, 2015.

2. BACKGROUND AND RATIONALE TO THE SCHEME OF AMALGAMATION

2.1 The transfer and vesting of the Applicant/ Amalgamating Company into and with the Amalgamated Company and the consequent dissolution without winding up of the Applicant/ Amalgamating Company pursuant to Sections 391 to 394 and other relevant provisions of the Act pursuant to this Scheme shall be in the interest to both the Applicant/ Amalgamating Company and Amalgamated Company in the following ways:

- (i) consolidation of the businesses presently being carried on by the Applicant/ Amalgamating Company and the Amalgamated Company, which shall create greater synergies between the business operations of both the companies;
- (ii) optimal utilisation of resources due to pooling of management, administrative and technical skills of various resources of both the companies, better administration, and cost reduction, including reduction in managerial, administrative and other common costs;
- (iii) better alignment, coordination and streamlining of day to day operations of both the companies, leading to improvement in overall working culture and environment;
- (iv) creation of large asset base and facilitating access to better financial resources; and
- (v) creation of value for various stakeholders and shareholders (including public shareholders) of both the Applicant/ Amalgamating Company and the Amalgamated Company, as a result of all of the foregoing.

2.2 The transfer and vesting of the Applicant/ Amalgamating Company into and with the Amalgamated Company, with effect from the Appointed Date (as defined in the Scheme) is in the interest of the shareholders, creditors and all other stakeholders of the Companies, and shall not in any manner be prejudicial to the interests of concerned shareholders and creditors or the general public at large.

2.3 Accordingly, the Board of Directors of the Applicant/ Amalgamating Company has approved and adopted the Scheme at its Board Meetings held on May 21, 2014 and December 30, 2014. The Board of Directors of the Amalgamated Company has pursuant to its meetings held on May 21, 2014 and December 30, 2014 approved and adopted the Scheme.

3. SALIENT FEATURES OF THE SCHEME

3.1 The salient features of the Scheme are as follows:-

- I. The Appointed Date under the Scheme is April 01, 2014.
- II. The Effective Date under the Scheme is such of the last date when certified copies of the orders of the Courts sanctioning this Scheme are filed by the Applicant/Amalgamating Company with the Registrar of Companies, National Capital Territory of Delhi

and Haryana and the Amalgamated Company with the Registrar of Companies, West Bengal.

III. The Scheme provides:

- (i) all assets of the Applicant/ Amalgamating Company that are movable in nature shall stand vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company;
- (ii) all other movable properties of the Applicant/ Amalgamating Company shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard;
- (iii) all immovable properties of the Applicant/ Amalgamating Company and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company, without any further act or deed done or being required to be done by the Applicant/ Amalgamating Company and/or the Amalgamated Company.
- (iv) all debts, liabilities and obligations, whether secured or unsecured of the Applicant/ Amalgamating Company shall be deemed to be the debts, liabilities, and obligations of the Amalgamated Company. All loans, advances and other obligations due from the Applicant/ Amalgamating Company to the Amalgamated Company or vice versa shall stand cancelled and shall have no effect;
- (v) all contracts, agreements, and other instruments, for the purpose of carrying on the business of the Applicant/ Amalgamating Company, of every kind and description of whatsoever nature in relation to the Applicant/ Amalgamating Company shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Applicant/ Amalgamating Company, the Amalgamated Company had been a party thereto;
- (vi) any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Applicant/ Amalgamating Company, whether by or against such Applicant/ Amalgamating Company, shall not abate, be discontinued or in any way prejudicially affected by reason of the amalgamation of the Applicant/ Amalgamating Company or of anything contained in this Scheme,
- (vii) all permanent employees, employees/ personnel engaged on contract basis and contract labourers and interns/trainees of the Applicant/ Amalgamating Company, shall become employees, employees/personnel engaged on contract basis, contract labourers or interns/trainees, as the case may be, of the Amalgamated Company on such terms and conditions as are no less favourable than those on which they are currently engaged by the Applicant/ Amalgamating Company, without any interruption of service as a result of this amalgamation and transfer.
- (viii) all the intellectual property rights of any nature whatsoever, including any and all registrations, goodwill, licenses, trademarks, service marks, copyrights, domain names, applications for copyrights, trade names and trade marks, appertaining to the Applicant/ Amalgamating Company, if any, shall stand transferred to and vested in the Amalgamated Company
- (ix) all approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates of every kind and description whatsoever in relation to the Applicant/ Amalgamating Company shall be in full force and effect in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Applicant/ Amalgamating Company, the Amalgamated Company had been a party thereto.

3.2 The Scheme provides that upon the Scheme becoming effective the Amalgamated Company shall issue fully paid-up equity shares of Re. 1 (Indian rupee one) each to the shareholders of the Applicant/ Amalgamating Company in a manner that each such equity shareholder of the Applicant/ Amalgamating Company shall be issued 106 (one hundred and six) fully paid-up equity shares of Re. 1 (Indian rupee one) each of the Amalgamated Company for every 100 (one hundred) fully paid-up equity shares of Rs. 10

(Indian rupees ten) each held by such equity shareholder in the Applicant/ Amalgamating Company.

(Please note that the features set out are not the only salient features of the Scheme and accordingly the Public Shareholders are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof).

4. The Amalgamated Company has obtained Valuation Report dated May 20, 2014 of Walker Chandiok & Co LLP. The Applicant/ Amalgamating Company has obtained Valuation Report dated May 20, 2014 (along with Addendum Report dated May 21, 2014) of D.K. Munjal & Associates. Fairness Opinion dated May 21, 2014 has been issued by ICICI Securities Limited on the Valuation Reports. The above documents were placed before the Board of Directors of Applicant/ Amalgamating Company and the Amalgamated Company and the same were taken into account while approving the Scheme at the respective Board Meetings on May 21, 2014 and December 30, 2014 of the Applicant/ Amalgamating Company and May 21, 2014 and December 30, 2014 of the Amalgamated Company.
5. The Scheme is subject to the approval of the Hon'ble High Court of Delhi at New Delhi and Hon'ble High Court of Judicature at Calcutta.
6. The financial position of each of the companies will not be affected by the Scheme and the rights and interests of the creditors of each of the companies will not be prejudicially affected by the Scheme.
7. No investigation proceedings have been instituted or are pending in relation to the Applicant/Amalgamating Company under Section 235 to 251 of the Act or such other equivalent provisions of the Companies Act, 2013 as applicable.
8. The details of the present directors of the Applicant/ Amalgamating Company and their shareholding in each of the Applicant/ Amalgamating Company **(A)** and the Amalgamated Company **(B)** either singly or jointly as on June 1, 2015 is as follows :-

S. No	Name of Director	Age (Yrs)	Position	Equity shares held in	
				A	B
1.	Mr. Sandeep Fuller	49	Executive / Managing Director	Nil	Nil
2.	Mr. Hemant Kumar	76	Non Executive / Non Independent Director	Nil	20,000
3.	Mr. Shanti Narain	74	Non Executive / Independent Director	Nil	Nil
4.	Mr. Suresh Kumar Khanna	75	Non Executive / Independent Director	1,000	Nil
5.	Mr. Kamal Kishore Agarwal	71	Non Executive / Independent Director	Nil	Nil
6.	Mr. Mahendra Kumar Khanna	70	Non Executive / Independent Director	Nil	Nil
7.	Mrs. Akella Rajalakshmi Venkateshwar	60	Non Executive / Independent Director	Nil	Nil

9. The details of the present directors of the Amalgamated Company and their shareholding in each of the Applicant/ Amalgamating Company **(A)** and Amalgamated Company **(B)** either singly or jointly as on June 1, 2015 is as follows:-

S. No	Name of Director	Age (Yrs)	Position	Equity shares held in	
				A	B
1.	Mr.S.K Poddar	69	Chairman	Nil	2,497,020
2.	Mr. Ramesh Maheshwari	82	Executive Vice Chairman	Nil	Nil
3.	Mr.A.C.Chakrabortti	84	Independent Director	Nil	1,800

4.	Mr. D.R.Kaarthikeyan	75	Independent Director	Nil	Nil
5.	Mr. Sampath Dhasarathy*	71	Independent Director	Nil	Nil
6.	Mr. Hemant Kanoria	52	Independent Director	Nil	Nil
7.	Mr. Sunil Mitra	63	Independent Director	Nil	Nil
8.	Mr.Akshay Poddar	38	Non Executive / Non Independent Director	Nil	14,820
9.	Ms Mridual Jhunjunwala	44	Independent Director	Nil	Nil
10.	Mr. D.H.Kela	74	Executive Director	Nil	Nil
11.	Mr. Sandeep Fuller	49	Executive Director	Nil	Nil
12.	Mr. A.K. Vijay	61	Executive Director	Nil	2,530

* ceased to be a Director of the company w.e.f. May 31, 2015.

10. The following documents will be open for inspection by the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant/ Amalgamating Company up to one day prior to July 11, 2015 between 10:00 hours and 17:00 hours on all working days (Monday to Friday). The following documents have also been uploaded on the website of the Applicant/ Amalgamating Company at <http://kalindee.net>

- Copy of Company Application (M) No.74 of 2015 filed by the Applicant/Amalgamating Company;
- Copy of the order dated May 25, 2015 of the Hon'ble High Court of Delhi at New Delhi in the above referred Company Application;
- Copy of the Memorandum and Articles of Association of the Applicant/Amalgamating Company and the Amalgamated Company;
- Copy of the audited accounts of the Applicant/ Amalgamating Company and the Amalgamated Company as on March 31, 2014;
- Copy of Scheme of Amalgamation between Kalindee Rail Nirman (Engineers) Limited and Texmaco Rail & Engineering Limited and their respective Shareholders and Creditors;
- Copy of the Recommendation on the Share Exchange Ratio dated May 20, 2014 issued by D.K. Munjal & Associates;
- Copy of the Addendum to the Valuation Report dated May 21, 2014 issued by D.K. Munjal & Associates;
- Copy of the Recommendation on the Share Exchange Ratio dated May 20, 2014 issued by Walker Chandhiok & Co. LLP;
- Copy of the Fairness Opinion dated May 21, 2014 of ICICI Securities Limited;
- Audit Committee Report of the Applicant/ Amalgamating Company dated May 21, 2014;
- Copy of the Board Resolutions dated May 21, 2014 and December 30, 2014 of the Applicant/ Amalgamating Company;
- Copy of the Board Resolutions dated May 21, 2014 and December 30, 2014 of the Amalgamated Company;
- Complaints Report dated March 3, 2015 submitted to the NSE and BSE;
- Copy of the Observation Letters dated April 09, 2015 and April 10, 2015 issued by the BSE and NSE respectively.

This Statement may be treated as the Statement under Section 393 of the Act. A copy of the Scheme and this Statement may also be

obtained by any Equity Shareholder, Secured Creditor and Unsecured Creditor of the Applicant/Amalgamating Company up to one day prior to the date of the respective meetings at the Registered Office of the Applicant/ Amalgamating Company between 10:00 hours and 17:00 hours on all working days (Monday to Friday).

The Resolution, if approved, will be taken as effectively passed on the date of the court convened meeting of the equity shareholders of the Company, i.e., July 11, 2015.

The public shareholders are requested to communicate their Assent or Dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein. The Company is also offering e-voting facility as an alternate, to all its Public Shareholders to enable them to cast their vote electronically.

The Board recommends the resolution as set out in the Notice for approval of the public shareholders as an Ordinary Resolution.

For Kalindee Rail Nirman (Engineers) Limited

Sd/-
Hemant Kumar
Director
DIN: 03599801

Place : New Delhi
Dated : June 6, 2015

Kalindee Rail Nirman (Engineers) Limited
(CIN: L64120DL1984PLC114336)

Registered Office: F-5, Gautam Nagar, Gulmohar Park Road, New Delhi - 110049
Tel No.011-26857375; Fax No.011-26851279; Email : info@kalindee.net;
Website: http://kalindee.net

POSTAL BALLOT FORM

1. Name(s) of the public shareholder
(in block letters)
(including joint holders, if any)
2. Registered Address of the Sole / First named public shareholder/ Beneficial Owner
3. Registered Folio No. / DP-ID No. & Client-ID No.*
(*Applicable to shareholders holding shares in dematerialized form)
4. Number of share(s) held
5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated June 6, 2015 of the Company by conveying/sending my/our assent or dissent to the said Ordinary Resolution by placing tick (?) mark at the appropriate box below:

Description of Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Approval of the Scheme of Amalgamation between Kalindee Rail Nirman (Engineers) Limited and Texmaco Rail & Engineering Limited and their respective Shareholders and Creditors.			

Place :

Date :

(Signature of Shareholder)

INSTRUCTIONS

1. A public shareholder desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached stamped self addressed envelope. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the public shareholder(s) will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form will not be considered valid.
3. The stamped self addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. The Postal Ballot Form should be completed and signed by the public shareholder (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named public shareholder and in his /her absence, by the next named public shareholder.
5. Unsigned, incomplete, incorrectly ticked, defaced, torn, mutilated or overwritten Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballots will be final.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on July 10, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from such Public Shareholders(s) has not been received.
7. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorization together with the specimen signature(s) of the duly authorized signatories.
8. A Public Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 17:00 hours (the close of working hours) on July 10, 2015.
9. The Postal Ballot will not be exercised by a proxy.
10. Public Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e., May 29, 2015.
12. Public Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed stamped self addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
14. The Company is pleased to offer e-voting facility as an alternate to all the Public Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

If undelivered, please return to:

Kalindee Rail Nirman (Engineers) Limited

Registered Office: F-5, Gautam Nagar,
Gulmohar Park Road, New Delhi - 110049,

Tel.: 011-26857375

Email : info@kalindee.net, Website : <http://kalindee.net>

Place: Ajmeri Gate, Delhi

The South Indian Bank Ltd.

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KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED

(CIN : L64120DL1984PLC114336)

Registered Office: F-6, Gautam Nagar, Gulmohar Park Road,
New Delhi - 110049

Tel No: 011-26857375, Fax No: 011-26851279, Email: info@kalindee.net,
Website: http://kalindee.net

NOTICE OF POSTAL BALLOT/E-VOTING FOR SCHEME OF AMALGAMATION

Notice is hereby given that Kalindee Rail Nirman (Engineers) Limited (Kalindee) has on June 10, 2015, completed the dispatch of notice of postal ballot/e-voting along with the Postal Ballot Form and other documents accompanying the same for seeking the approval of the public shareholders of Kalindee to the Scheme of Amalgamation between Kalindee, Texmaco Rail Engineering Limited (Texmaco) and their respective shareholders and creditors for amalgamation of Kalindee into and with Texmaco. This is in accordance with the provisions of Circular No. CIR/SEB/DIL/25/2013 dated February 04, 2013 issued by the Securities and Exchange Board of India as amended vide Circular No. CIR/SEB/DIL/25/2013 dated May 21, 2013, in accordance with the provisions of SEBI Circulars. Kalindee is also providing e-voting facility to all public shareholders. The instructions for e-voting are given in the notice of postal ballot/e-voting.

A copy of the notice of postal ballot/e-voting and documents accompanying the same is also being made free of charge from the registered office of Kalindee. The same are also available on Kalindee's website: http://kalindee.net.

The period for voting both for Postal Ballot and e-voting will commence on June 11, 2015 at 00:00 hours and will end on July 10, 2015 at 17:00 hours.

The Board of Directors of Kalindee has appointed Mr. Anil Gupta of M/s S.E.I. & Co., Company Secretaries, New Delhi, as the scrutinizer for conducting the postal ballot process in a fair and transparent manner. duly completed signed Postal Ballot forms should reach the scrutinizer on or before 17:00 hours on July 10, 2015. Alternatively, votes may be duly cast electronically during the said period. All votes received from members after the said date either in the physical or electronic form will be treated as invalid. A member may request for a duplicate Postal Ballot Form also required.

The results of the Postal Ballot/e-voting will be declared on July 13, 2015 at 12:00 hours at the registered office of Kalindee. The results will also be intimated to the Stock Exchanges where the shares of Kalindee are listed and also on Kalindee's website: http://kalindee.net.

Any grievances connected with the postal ballot/e-voting may be addressed to Mr. Anil Sharma, Company Secretary, at the e-mail: investor@kalindee.net or investor@kalindee.net.

It is clarified that approval of public shareholders to the said Scheme of Amalgamation by postal ballot is sought in addition to approval to the said Scheme of Amalgamation by shareholders of Kalindee at the Court Convened Meeting to be held on July 01, 2015 at Royal Garden, G-1, Kirti Road, Mukheri Pur, Barid, Near Hanuman Mandir, Alipur, Delhi - 110036 in terms of an order dated May 25, 2015, passed by the High Court of Delhi at New Delhi in Company Application No. 74 of 2015. It is further clarified that public shareholders may cast their votes at the Court Convened Meeting and also by postal ballot/e-voting as aforesaid and casting of votes at the Court Convened Meeting does not disentitle them from casting their votes by postal ballot/e-voting and vice versa.

By Order of the Board
For Kalindee Rail Nirman (Engineers) Limited

Hemant Kumar

Director

DIN: 03599801

Place: New Delhi

Dated: June 11, 2015