

**KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED**

**CIN :L64120DL1984PLC114336**

Email id: kalindee.rail@yahoo.com website: www.kalindee.net

Registered Office: F-5, Gautam Nagar, Gulmohar Park Road, New Delhi – 110 049

**NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of Kalindee Rail Nirman (Engineers) Limited will be held on the 14<sup>th</sup> day of November 2014, at 11.00 a.m. at Royal Garden, G T Karnal Road, Mukhmel Pur Bandh, near Hanuman Mandir, Alipur, Delhi 110 036 to transact the following Business

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Profit & Loss Account of the company for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr Suresh Kumar Khanna having DIN 00233505, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr Shanti Narain having DIN 00233438, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint auditors to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to pass the following resolution thereof.

**“RESOLVED THAT** M/s Amit Goyal & Co., Chartered Accountants, Jaipur retiring auditors of the Company having Firm Registration no. 003778C shall not be re-appointed to act as Statutory Auditors of the Company and accordingly their tenure comes to an end on the conclusion of ensuing Annual General Meeting.

**RESOLVED FURTHER THAT** subject to the provisions of Section 225 and other applicable provisions, if any, of the Companies Act, 1956, read with applicable provisions of Section 139 to 147 (Both inclusive) read with Chapter X of the Companies Act, 2013 M/s. S.S Kothari Mehta & Co. Chartered Accountants, New Delhi, bearing ICAI Registration No. 000756N, be and are hereby appointed as Statutory Auditors of the Company till the conclusion of the 35<sup>th</sup> AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM), at such remuneration plus out-of-pocket expenses as may be mutually agreed

by the Board of Directors of the Company on the recommendation of the Audit Committee of Directors .

**SPECIAL BUSINESS:**

**ITEM No. 1**

**To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution**

**“RESOLVED THAT**, in supercession of earlier resolution of members passed under Section 293 of the Companies Act, 1956, pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Articles of Association of the Company (including any statutory modifications or re-enactment thereof for the time being in force) and subject to any other approval, if required, consent of the members be and is hereby accorded to board so as to enable them to borrow money not exceeding Rs. 1500.00 Crore (Rupees One Thousand Five Hundred Crores only) for the purpose of business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, in one or more than one tranche, at such time or times and from time to time and in such form or manner as the Board may in its absolute discretion deem fit, from banks, public financial institutions, body(ies) corporate or any other party by the Company, from time to time, together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment fee, premia on prepayment, additional interest, further interest, remuneration of the agent(s), trustee(s), if any, all other costs, charges and expenses and all other monies payable by the Company in terms of the financing documents, or any other documents, entered into/to be entered into between the Company and the lenders, agents and trustees in respect of the said borrowings/financial assistance and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in that behalf and agreed to between the Company and the lenders, (including their agent(s), trustee(s)).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

**ITEM No. 2**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT**, in supercession of earlier resolution of members passed under Section 293 of the Companies Act, 1956, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) and of previous company law (as defined in the Companies Act, 2013) and the Articles of Association of the Company and subject to any

other approval, if required, consent of the members be and is hereby accorded to the Board so as to enable them to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company and provide security by way of equitable or any other mortgage, hypothecate and/or charge, in addition to any other mortgage, hypothecations or charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company (including but not limited to all intangible property, rights and benefits under all contracts and agreements entered into by the Company and the monies of and long term receivables of, and the loans and advances made by, the Company), both present and future, and/or the whole or substantially the whole of the undertaking or any part of properties of the Company where so ever situated, in favour of the lender(s) and/or their agent or trustees for securing the borrowings and financial assistance obtained/to be obtained from banks, public financial institutions, body(ies) corporate or any other party by the Company, from time to time, together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment fee, premia on prepayment, additional interest, further interest, remuneration of the agent(s), trustee(s), if any, all other costs, charges and expenses and all other monies payable by the Company in terms of the financing documents, or any other documents, entered into/to be entered into between the Company and the lenders, agents and trustees in respect of the said borrowings/financial assistance and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in that behalf and agreed to between the Company and the lenders, (including their agent(s), trustee(s)).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

### **ITEM No. 3**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary **Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 160 and other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Hemant Kumar having (DIN 0359981), a non executive Director of the Company who was appointed to act as Additional cum Nominee Director and whose period of office shall come to an end on the date of ensuing Annual General Meeting and whose office is liable to determination by retirement of directors by rotation, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company .”

### **ITEM No. 4**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary **Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 160 and other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Sandeep Fuller having (DIN 06754262), Executive Director of the Company who was appointed to act as Additional cum Managing Director and whose period of office shall come to an end on the date of ensuing Annual General Meeting and whose office is liable to determination by retirement of directors by rotation, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

**ITEM No. 5**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Sandeep Fuller (having DIN 06754262) as Managing Director of the Company for a period of three years with effect from February 07, 2014 pursuant to said appointment being approved by the Board of Directors in its meeting.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of Rs. NIL to Mr. Sandeep Fuller, Managing Director of the Company.

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard.

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Sandeep Fuller, Managing Director, including the components of the remuneration payable to him, if any at a later stage, subject to the overall cap within the provisions in sync with Companies Act, 2013.

#### **ITEM No. 6**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary **Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri Shanti Narain (DIN 00233438) a non executive Director of the Company whose period of office is not liable to determination by retirement of directors by rotation, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years up to 13th November, 2019 from the date of this Annual General Meeting i.e. 14<sup>th</sup> November, 2014 to 13<sup>th</sup> November, 2019 (both days inclusive).”

#### **ITEM No. 7**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary **Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri M K Khanna (DIN 03509134) a non executive Director of the Company whose period of office is not liable to determination by retirement of directors by rotation, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years up to 13th November, 2019 from the date of this Annual General Meeting i.e. 14<sup>th</sup> November, 2014 to 13<sup>th</sup> November, 2019 (both days inclusive).”

#### **ITEM No. 8**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary **Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri K K Agarwal (DIN 02655349) a non executive Director of the Company whose period of office is not liable to determination by retirement of directors by rotation, who has submitted a declaration that he meets the criteria for

independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years up to 13th November, 2019 from the date of this Annual General Meeting i.e. 14<sup>th</sup> November, 2014 to 13<sup>th</sup> November, 2019 (both days inclusive).”

**ITEM No. 9**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary **Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri S K Khanna (DIN 0233505) a non executive Director of the Company whose period of office is not liable to determination by retirement of directors by rotation, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years up to 13th November, 2019 from the date of this Annual General Meeting i.e. 14<sup>th</sup> November, 2014 to 13<sup>th</sup> November, 2019 (both days inclusive).”

For **Kalindee Rail Nirman (Engineers) Limited**

**Dated : October 13, 2014**  
**Place : Gurgaon**

**By order of the Board of Directors**

**Sd/-**  
**Hemant Kumar**  
**Director**  
**DIN : 03599801**

**NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a member of the Company.

The instrument appointing Proxy, in order to be effective, duly signed and completed, must be deposited at the Registered Office of the Company located at F-5, Gautam Nagar, Gulmohar Park Road, New Delhi 110 049 not less than FORTY-EIGHT HOURS before the commencement of the AGM i.e. by 11.00 A.M. on 14<sup>th</sup> November, 2014. Proxies submitted on behalf of Limited Companies,

Societies etc. must be supported by appropriate Resolution(s)/Authority as may be applicable.

A Person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total paid up Share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total paid up Share Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member(s).

2. The Register of Members and Share Transfer Books shall be available for inspection by members.
3. Annual Report and AGM Notice is available at the website of the Company at [www.kalindee.net](http://www.kalindee.net).
4. The Register of Members and Share Transfer Books of the Company will remain closed from 12<sup>th</sup> November 2014 to 13<sup>th</sup> November 2014 (both days inclusive) for the purpose Annual General Meeting.
5. Members are requested to:
  - (a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
  - (b) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
  - (c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
6. In compliance with provisions of the Companies Act, 2013, the Company is also offering the e-voting facility to the Members to enable them to cast their votes electronically. Please note that e-voting is optional and not mandatory. E-voting

facility would remain open from November 5, 2014 9.00 a.m to November 10, 2014 5.00 p.m (both days inclusive).

7. Mr. Prakash Sinha, Practicing Chartered Accountants has been appointed as the scrutinizer who will give his report on the votes cast through e-voting system.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
9. In view of Articles of Association of your company read with Section 152 of the Companies Act, 2013, Mr. Shanti Narain & Mr. Suresh Kumar Khanna , Directors retire by rotation at the ensuing Meeting and both being eligible, offered themselves for re-appointment. The Board has decided to re-appoint both the persons.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are also requested to advise any change of address immediately to the company/Registrar and Transfer Agent i.e. M/s MCS Limited.
11. Equity shares of the company fall under the category of compulsory demat trading by all investors. Shareholders are requested to consider dematerialization of their shareholding so as to avoid inconvenience.
12. Securities and Exchange Board of India (SEBI) vide Circular No. MRD/DoP/Cir-05/2009 dt. May 20, 2009 has issued a circular on PAN requirement for transfer of shares in physical form. For Securities market transactions and off-market/private transactions involving transfer of shares in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company/RTA for registration of such transfer of shares.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s MCS Limited for consolidation into a single folio.
14. Non Resident Indian members are requested to inform M/s MCS Limited immediately of
  - a. Changes in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Members/Proxies are requested to bring the Attendance Slip with them duly filled in and hand over the same at the entrance of the Meeting Hall along with their copy of Annual Report.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Pursuant to the requirements of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be



appointed / re-appointed at the Annual General Meeting is given in the Annexure to the Notice.

18. Documents relating to any of the items mentioned in the notice are open for inspection at the Registered Office of the company on any working day during business hours up to the date of the forthcoming Annual General Meeting.
19. Kalindee is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17 / 2011 and 18 / 2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we are sending documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc., to the email addresses provided by you with your depositories. We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email account.

20. Members are advised to refer to the Shareholders' Reference provided in the Annual Report. Members may also note that the Notice of the 30<sup>th</sup> Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website [www.kalindee.net.com](http://www.kalindee.net.com). The Notice of AGM shall also be available on the website of CDSL viz. [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

21. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.

## 22 In compliance

- During the voting period, the shareholders can visit the **e-Voting** website [www.evotingindia.com](http://www.evotingindia.com) and select the relevant EVSN / Company for voting.
- Shareholders who have voted on an earlier instance of voting can login using their user-id and password.
- First time shareholders can login to the **e-Voting** system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- Security holders have to then select the EVSN for which they desire to vote.
- Security holders can then cast their vote on the resolutions available for voting.

- Security holders can also view the resolution details on the **e-Voting** website.
- Once the security holder casts the vote, the system will not allow modification of the same.
- During the voting period, security holders can login any number of times till they have voted on all the resolutions. However, once the security holder has voted on a resolution he/she would not be able to vote for the same resolution again but may view the voting.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

For **Kalindee Rail Nirman (Engineers) Limited**

**Dated :**        **October 13, 2014**  
**Place :**        **Gurgaon**

**By order of the Board of Directors**

Sd/-  
**Hemant Kumar**  
**Director**  
**DIN: 03599801**

## **EXPLANATORY STATEMENT**

### **(Pursuant to Section 102 of the Companies Act, 2013)**

#### **Item No. 1 & 2**

The members of the Company at the annual general Meeting held on 29<sup>th</sup> September, 2012 have authorized the Board of Directors of the Company to borrow and create charge for securing the loans / borrowings availed from time to time from the lenders / banks / institutions etc., such sum or sums of money which together with the monies already borrowed by the Company may exceed the aggregate of the Paid-up Capital of the Company and its free reserves, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs. 1000 Crores (Rupees One Crores Only). Keeping in view with the efflux of time the said sanctioned limit is seemingly not sync with Company's scale of operations and accordingly your board has decided to seek fresh approved so as to enable board to create charge over its assets and borrow money from banks / FIIs etc. beyond the aggregate of its paid up capital and capital reserves.

Accordingly to meet the increasing long term working capital requirements and for financing the present and future projects of the Company, the Board of Directors request the Members to accord their consent to borrow monies and create charge for securing the loans / borrowings availed from time to time from the lenders/ banks / institutions etc., to such extent up to a maximum limit of Rs 1500 Crores (Rupees One Thousand Five Hundred Crores only) to be outstanding at any given point of time as per the provisions of the Companies Act , 2013

#### **Item No. 3 & 4**

The Company had, pursuant to change in ownership i.e. acquisition by Texmaco, appointed Mr. Hemant Kumar as Additional cum Nominee Director in board meeting held on 27.12.2013 and Mr. Sandeep Fuller as Additional Cum Managing Director in board meeting held on 7.02.2014. In terms of provisions of Section 161 the said tenure shall come to an end on the date of ensuing Annual General Meeting and considering the enduring benefits to the Company, it was considered prudent to continue with their respective appointments. Accordingly, in terms of applicable provisions of Section 160 of the Companies Act, 2013, a notice as required from a member proposing their candidature was received for confirmation by members in ensuing AGM alongwith requisite deposit.

In compliance with the provisions of section 160 read with Company's Articles of Association, the appointment of these directors as Directors is intended to be placed

before consideration and approval of members in ensuing AGM and is accordingly inserted in agenda of said meeting.

It is worth stating here that none of the Directors of the Company are concerned or interested in the resolution. None of the Directors hold any shares in the Company except Mr. S K Khanna. Mr. Hemant Kumar and Mr. Sandeep Fuller being nominee directors of Texmaco may be treated as concerned and / or interested in their respective appointments, despite their personal holding to be NIL, on account of their representing promoter of the Company i.e. M/s Texmaco.

In view of same, it is proposed to appoint Mr. Sandeep Fuller and Mr. Hemant Kumar as Directors on the Board of the Company.

#### **Item no. 5**

Sh. Sandeep Fuller, Managing Director of the company was appointed to act as such by Board. It is worth stating here that Mr. Sandeep Fuller is an Executive Director on the Board of the Company as he is representing M/s Texmaco i.e. Acquirer, yet not drawing any remuneration from the Company, as he is drawing his remuneration from M/s Texmaco itself. Strictly invoking the provisions of Listing Agreement, Companies Act, 1956 and Companies Act, 2013 (to the extent applicable), Mr. Sandeep Fuller is not considered as an Independent Director and by invoking the criteria of independence all other directors except associated with Texmaco are considered as Independent Directors.

The Board of Directors of the company at their meeting held on 13.10.2014 discussed the issue related to re-appointment of Shri Sandeep Fuller as Managing Director of the company for a period of 3 years.

Shri Sandeep Fuller is B. Tech, IIT Kanpur and PGD in Management and has wide experience. The association and services of Sh. Sandeep Fuller has been useful to the company and the Board of Directors after evaluating his working performance and efficiency, are in opinion that his re-appointment as Managing Director would be in the best interest of the company. The Board of Director considered that Sh. Sandeep Fuller be re-appointed as Managing Director as per the terms of appointment and the resolution placed before you for your approval. A brief profile of Mr. Sandeep Fuller is also stated elsewhere for kind perusal of members and in compliance with provisions of Companies Act and Listing Agreement.

Shri Sandeep Fuller is a highly qualified young professional in 40s (B.Tech'86, IIT Kanpur & PGD in Management). He brings with him an outstanding experience of his working for nearly 20 years with Indian Railways in various capacities, and thereafter Larsen & Toubro before taking over his present assignment. His core experience is in the domain of Rolling Stock, Metro Coaches, Locomotives, Traction and Maintenance.

He has been a recipient of several distinguished awards for outstanding performance, notably the Railway Minister's Award for the year 2008-09 for Mumbai Railway operations including suburban operations. He has to his credit a series of papers presented on Modern Rolling Stock used in Delhi Metro and other related subjects. His high academic attainments and job experience

are backed by specialized professional training at France in IT, University of York, UK, in International Traction Systems and other innovative programmes in Singapore and Malaysia.

The Board of Directors, therefore, recommends the above resolution for your approval. None of the Directors except Mr. Sandeep Fuller is considered as interested or concerned in the said resolution to the extent of his re-appointment as Managing Director and remuneration which may be received by him after appointment, yet it is worth stating here that presently no remuneration is intended to be paid. The remuneration if paid shall be paid after complying with law of land in this regard.

**The following additional information as required under Schedule V to the Companies Act, 2013 is given below:**

**I. General Information:**

(i) Nature of Industry:

The Company is, inter alia, involved in the business of Railway Infrastructure

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 15.02.1984.

The Company is in operation since then. Hence there is no information as aforesaid required to be furnished.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(iv) Financial performance based on given indicators – (as per audited financial results for the year ended 31st March, 2014):

| Particulars  | (Rupees in Crores) |
|--|--------------------|
| Gross Turnover   | 253.98             |
| Other Income   | 6.19               |
| Net profit as per<br>Statement of Profit<br>& Loss (After Tax) | (7.10)             |

(v) Foreign investments or collaborators, if any:

Not Applicable.

## **II. Information about the appointee:**

### **(i) Background details:**

Shri Sandeep Fuller is a highly qualified young professional in 40s (B.Tech'86, IIT Kanpur & PGD in Management). He brings with him an outstanding experience of his working for nearly 20 years with Indian Railways in various capacities, and thereafter Larsen & Toubro before taking over his present assignment. His core experience is in the domain of Rolling Stock, Metro Coaches, Locomotives, Traction and Maintenance.

He has been a recipient of several distinguished awards for outstanding performance, notably the Railway Minister's Award for the year 2008-09 for Mumbai Railway operations including suburban operations.

He has to his credit a series of papers presented on Modern Rolling Stock used in Delhi Metro and other related subjects. His high academic attainments and job experience are backed by specialized professional training at France in IT, University of York, UK, in International Traction Systems and other innovative programmes in Singapore and Malaysia.

Shri Fuller is presently also associated with Texmaco i.e. promoter of the Company as Whole Time Director.

### **(ii) Past remuneration during the financial year ended 31st March, 2014:**

NIL

### **(iii) Recognition or awards:**

Refer "Background details" as stated above.

### **(iv) Job Profile and his suitability:**

Refer "Background details" as stated above.

### **(v) Remuneration proposed:**

**NIL**

### **(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

No information is required to be furnished since it is resolved to not to pay any remuneration to Sh. Sandeep Fuller as MD. As he is drawing his remuneration from the Promoter Company, it is presumed that the efforts made in by Sh. Sandeep Fuller stands suitably remunerated by parent Company.

### **(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

The Executive and Non Executive Directors do not have any pecuniary relationship with the Company or relationship with the managerial personnel except by way of receiving sitting fee for attending meetings of Board and various committees.

#### IV. Disclosures:

The information and Disclosures of the remuneration package of the Executive Directors have been mentioned in the Annual Report under the Corporate Governance Report.

This also forms a part of disclosure under Clause 49 of the Listing Agreement.

No other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

#### **ITEM NO. 6 TO 9**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Shanti Narain, Mr. S K Khanna, Mr. M K Khanna and Mr. K K Agarwal, as Independent Directors in board meeting held on 13<sup>th</sup> October, 2014, in compliance with the requirements of the clause read with Section 149 of the Companies Act, 2013 and various other applicable provisions.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

In the opinion of the Board, Mr. Shanti Narain, Mr. S K Khanna, Mr. M K Khanna and Mr. K K Agarwal fulfil the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are deemed to be independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. A brief profile of the Independent Directors to be appointed is given below:

1. Mr. Shanti Narain
2. Mr. M K Khanna
3. Mr. K K Agarwal
4. Mr. S K Khanna

**Suresh Kumar Khanna**, Director, is a former Member (Electrical) of Railway Board, Ministry of Railways and ex-officio Secretary to the Government of India. He looked after monitoring and planning of the working of Electrical and Signal & Telecommunication Departments of Indian Railways. He is technically sound and has expert knowledge of management of Railways. He has held various important posts in Indian Railways in Executive and Administrative capacity. He has brought his expertise and knowledge forward to help Kalindee plan for business growth.

**Shanti Narain**, Director, is a former Member (Traffic) of Railway Board, Ministry of Railways and ex-officio Secretary to the Government of India. He has 38 years of experience of managing Operating and Commercial Departments of Indian Railways at all levels of hierarchy including the Apex level. He has thorough knowledge and expertise in working of Railways. He has rich experience of corporate management. He is associated with NTPC and Visa Steel where he is an Independent Director. He is also a Consultant to Asian Development Bank and Government of Bangladesh for reforms and restructuring program for Bangladesh Railways.

**K. K. Agrawal**, Director, has 37 years of long and wide experience of working in Indian Railways in various capacities of administrative, technical and management functions. He is a former Member (Traffic) of Railway Board, Ministry of Railways and ex-officio Secretary to the Government of India. As a Railway Board member his duties involved monitoring and guiding Commercial and Operational, Safety and Strategic Planning activities for entire network of Indian Railways. His association has been very beneficial to Kalindee in planning their activities for building Railway Infrastructure.

**Mahendra Kumar Khanna**, Director, a retired IAS Officer, has more than 40 years of long administrative experience including six & half years in Indian Army. As an IAS officer he has held several senior assignments including Commissioner, Housing Board and Commissioner Industries in the state of Rajasthan. His immense exposure and experience in Govt. is expected to bring in certain dynamism in the company. He was inducted in the Board on 29/04/2011.

The association of all the incumbents with the Company has been for a fairly long period and it is perceived that the benefits are likely to continue to occur for the ultimate betterment of the Company.

It is worth stating here that all the Directors were continuing on the Board of the Company in their capacity as Independent Directors and in view of criteria of independence met by them, it was considered prudent to consider their candidature as Independent Directors pursuant to provisions of Section 149 of the Companies Act, 2013.

Accordingly the Nominations Committee has recommended the appointment of these directors as Independent Directors from October 13, 2014 to 12 October 2019.

Mr., Shanti Narain, Mr. S K Khanna, Mr. M K Khanna and Mr. K K Agarwal, non-executive directors of the Company, had given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management and does not share any relationship with the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.



The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

**A brief profile of the Independent Directors to be appointed is inserted suitably in annual report and is not been repeated for the sake of brevity. Also Members are aware that the incumbents are already working as Non Executive Directors and on account of provisions of Section 149 of the Companies Act, 2013, considering their status, eligibility and confirmation to the effect are being made as Independent Directors**

None of the Directors except Mr. Shanti Narain, Mr. S K Khanna, Mr. M K Khanna and Mr. K K Aggarwal or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

**Note on appointment of M/s. S S Kothari Mehta & Co. Chartered Accountants, as Statutory Auditors of the Company (Item No. 4 of ordinary business)**

This explanatory statement is provided though strictly not required as per section 102 of the Act. Presently the Company's accounts are being audited by M/s. Amit Goyal & Co., Chartered Accountants. The Audit Committee felt that it would be appropriate to change the statutory auditors as a fairly long period had elapsed since their first appointment. This move is also a step towards regime of good corporate governance as enunciated by Companies Act, 2013 and good corporate governance practices adopted and adhered by your Company.

Accordingly basing on the recommendation of Audit Committee coupled with fact of receipt of notice for not recommending appointment of M/s Amit Goyal & Co., Chartered Accountants, Jaipur, your board has decided not to recommend said appointment for consideration and approval of members in ensuing AGM.

In terms of requirements of provisions of Chapter X of the Companies Act, 2013 and further based on the recommendation of the Audit Committee, the Board of Directors, had at its meeting held on October 13, 2014 recommended the appointment of M/s. S S Kothari Mehta & Co., Chartered Accountants, New Delhi as statutory auditors of the Company for a block of 5 years whose tenure shall come to end on the conclusion of Annual General Meeting scheduled to be held in FY 2019-20. The Company has received special notice of a resolution from a Member of the Company, in terms of the applicable provisions of the Act, signifying his intention to propose the appointment of S S Kothari Mehta & Co. as the statutory auditors of the Company from the conclusion of ensuing AGM till the conclusion of the AGM scheduled to be held in FY 2019-20 of the Company.

It is worth stating here that M/s S S Kothari Mehta & Co., Chartered Accountants is a firm of repute and they had expressed their eligibility and willingness to act as statutory auditors of the Company, if appointed, and have further confirmed that the said

appointment would be in conformity with the provisions of Section 224(1B) of the Companies Act, 1956 and Section 139 to 147 (both inclusive) read with other applicable provisions of Chapter X of the Companies Act, 2013 and relevant rules.

The Members' approval is being sought for the appointment of M/s S S Kothari Mehta & Co., Chartered Accountants, and New Delhi as the statutory auditors and to authorise the Board of Directors, on the recommendation of the Audit Committee, to determine the remuneration payable to them.

None of the Directors is concerned or interested in this resolution. Your Directors recommend the resolution for your approval.

For **Kalindee Rail Nirman (Engineers) Limited**

**Dated :**        **October 13, 2014**  
**Place :**        **Gurgaon**

**By order of the Board of Directors**

**Sd/-**  
**Hemant Kumar**  
**Director**  
**DIN: 03599801**

## **Interested persons along with Nature of Interest**

(i) None of the Directors of the Company are deemed to be concerned and interested in aforesaid resolutions as none of Directors hold shares of the Company except Mr. S K Khanna who holds 1000 (One Thousand) equity shares of the Company which is less than 2% of the paid up capital of the Company and accordingly should also not to be treated as deemed/interested/concerned in the resolution irrespective of the extent of their shareholding. Moreover the resolution is only enabling resolution and the borrowings as of now, are only intended to be made from Banks/Financial Institutions. A disclosure of Directors interest is also furnished by each of the Director concerned. Since the resolutions for borrowings and consequential empowerment for creation of charge/mortgage etc. are only enabling resolutions, fresh declarations, if required, may be sought from the concerned, if the transactions will be carried out with related parties/group companies, and after complying with various other terms and conditions, if any and other compliances too shall be made accordingly. Further the Directors concerned i.e Mr. Shanti Narain, Mr. S K Khanna, Mr. M K Khanna and Mr. K K Agarwal, Directors who are being appointed as Independent Directors of the Company pursuant to provisions of Section 149 of the Companies Act, 2013 are to be treated as concerned and interested in the respective resolution and it is worth stating here that none of the directors except Mr. S K Khanna as stated hereinabove, concerned holds any shares in the Company.

(ii) **Every other key managerial personnel;**

There is no key managerial personnel whose interest is required to be stated.

For **Kalindee Rail Nirman (Engineers) Limited**

**Dated : October 13, 2014**  
**Place : Gurgaon**

**By order of the Board of Directors**

**Sd/-**  
**Hemant Kumar**  
**Director**  
**DIN: 03599801**

KALINDEE RAIL NIRMAN ENGINEERS LIMITED  
(CIN: L64120DL1984PLC114336 )

Email id: kalindee.rail@yahoo.com website : www.kalindee.net  
Registered Office: F-5, Gautam Nagar, Gulmohar Park Road, New Delhi – 110 049

***Report of the Directors***

Your Directors have pleasure in presenting the 30th Annual Report along with the Annual Accounts of the company for the year ended 31<sup>st</sup> March, 2014.

At the outset, the Board of Directors expresses deep sorrow at the sad demise in January 2014 of

Mr. R D Sharma, the founder Chairman cum Managing Director of the Company. He had formed the organisation from scratch and was regarded as a pioneer in the industry. The Board sincerely acknowledges his contribution to the Company & the Industry, and will strive to take his vision forward. It will endeavor to develop and position Kalindee as a strong Indian EPC company in the Railway Sector. This would be the rightful tribute to him.

**FINANCIAL RESULTS**

(Rs.in lacs)

| <b>Particulars</b>                  | <b>Year ended<br/>31<sup>st</sup> March, 2014</b> | <b>Year ended<br/>31<sup>st</sup> March,<br/>2013</b> |
|-------------------------------------|---|---|
| ( a )Operating Profit ( PBIDT)      | 310.90  | 2765.14   |
| ( b ) Less : Interest               | 1280.18   | 1387.32   |
| ( c ) Gross profit (PBDT) ( a – b ) | (969.28)  | 1377.82   |
| Less Depreciation                   | (150.73)  | 155.99  |
| Profit before Taxation              | (1120.01)   | 1221.83   |
| Add/(Less): Provision for Taxation: |   |   |
| Current Tax (Net)                   |   | 396.27  |
| Deferred Tax liability / ( Assets ) | (409.45)  | 16.12   |
| Profit after taxation               | (710.56 )   | 809.44  |