

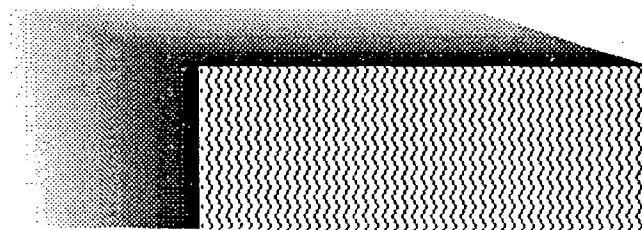
**KALINDEE**

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**13th  
ANNUAL REPORT  
1996-97**

**KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED**

Regd. Office : "Silver Oak",  
C-4, Sawai Jai Singh Highway, Bani Park, Jaipur-302 016





## Board of Directors

Shri R.D. Sharma,	Chairman cum Managing Director
Shri S.D. Sharma	Wholetime Director
Shri N.L. Kumbhaj	Wholetime Director
Shri S.P. Sharma	Wholetime Director
Shri T.S. Vardya	Director
Shri V. Ramaswamy	Director
Shri R. Narasimhan	Director
Dr. S.M. Pathak	Director
Shri K.V. Krishnamurthy	Director

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<b>1. AUDITORS</b>	M/s. R.K. Gurwala & Co., Chartered Accountant, Jaipur
<b>2. SECRETARIAL CONSULTANTS</b>	M/s. V.M. & Associates Company Secretaries, Jaipur
<b>3. BANKERS</b>	Bank of India, Jaipur

### REGD. OFFICE

"Silver Oak", C-4, S.J.S. Highway,  
Bani Park, Jaipur-302 016

KALINDEE

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## NOTICE

NOTICE is hereby given that 13th Annual General Meeting of Members of KALINDEE RAIL NIRMAL (ENGINEERS) LIMITED will be held on Monday, the 20th October, 1997 at 10.00 A.M. at Hotel Clarks Amer, Jawaharlal Nehru Marg, Jaipur to transact the following business :-

## A. ORDINARY BUSINESS :

- Item No. 1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 1997; Profit and Loss Account For the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- Item No. 2 To appoint a Director in place of Shri S.P. Sharma, who retires from office by rotation and being eligible, offers himself for reappointment.
- Item No. 3 To appoint a Director in place of Shri T.S. Vardya, who retires from office by rotation and being eligible, offers himself for reappointment.
- Item No. 4 To appoint Auditors and to fix their remuneration and in connection there with to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the retiring Auditors M/s. R.K. Gurwala & Co., Chartered Accountants, Jaipur from whom certificate pursuant to section 224 (1-B) of the Companies Act, 1956 has been received, be and are hereby reappointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company."

## SPECIAL BUSINESS :

- To consider that if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
- Item No. 5 "RESOLVED that consent of the Company be and is hereby given to the Board of Directors pursuant to the provisions of Section 293 (1) (e) of the Companies Act, 1956 to donate or contribute to Charitable or other funds not directly relating to the business of the Company or the welfare of its employees, notwithstanding that the amount so donated or contributed may exceed Rs. 50,000/- (Rupees Fifty thousand only) or 5% of the Companies average net profits as determined in accordance with the provisions of Section 394 & 350 during the three financial years, immediately preceding, whichever is greater, provided that the aggregate of such donations or contributions shall not exceed Rs. 5,00,000/- (Rupees Five Lacs Only) in any one financial year."
- 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 the consent of the Company be and is hereby accorded in terms of Section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board may deem fit, the whole or substantially the whole of the undertaking of the Company wherever present and at future whether presently belonging to the Company or not, in favour of any lender including financial/investment institution(s), bank(s), insurance company(ies) or other including trustees for the holders of debentures as may be required and approved by the lead institutions in order to secure:

- A. The redemption of bonds/debentures to be issued by the company and/or the repayment of any loan(s) or credit facilities granted or to be granted from time to time the Company by any one or more of the aforesaid institutions/persons;
- B. The payment of interest at the respective agreed rates, compound/additional interest, liquidated damages, costs, charges, expenses and other money(ies) in terms of the respective letters of sanction/offer, prospectus or any other offer, document, Loan agreement trustee's agreement, debenture trust deed, agreements/deeds of hypothecation etc., executed/to be executed by the Company in respect of the said loans/credit facilities, debenture".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the form, extent and manner of , and the documents and deeds, where applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board in consultation with the lenders and/or the trustees and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this Resolution".

- 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 in supersession of resolution passed at the Annual General Meeting held on 20th September, 1996, limiting the borrowing power of the Board of Directors of the Company upto Rs. 1000 Lacs (Rupees One Thousand Lacs), consent of the Company be and is hereby accorded and such consent shall be deemed to have always been accorded to the Board of Directors of the Company in terms of Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956 for borrowing from time

KALINDEE

to time any sum or sums of money for the business and the purpose of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed (apart from the temporary loans obtained or to be obtained from the company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, that the aggregate amount of monies which may be borrowed shall not at any time exceed the limit of Rs. 2500 Lacs (Rupees Two Thousand Five Hundred Lacs)\*.

- 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 in partial modification of the resolution passed at the Annual General Meeting held on 25th November, 1995, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company for further modifying the terms for remuneration of Shri S.P. Sharma, Director w.e.f. 1st April, 1997 subject to the provision of Schedule XIII read with the provisions of Section 198 & 310 of the Companies Act, 1956 in the scale of.

Rs. 10,000-1, 000-13,000.

FURTHER RESOLVED THAT other terms and conditions including the perquisites remaining the same as previously approved.

By the order of the Board

R.D. Sharma

1st Sept. 1997

Regd. Office :

Chairman Cum Managing Director

C-4, Silver Oak,

Sawai Jai Singh Highway,

Bani Park, Jaipur-302 016

#### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The relative Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business under items 5 to 7 above, are annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 13th October, 1997 to 20th October, 1997 (both days inclusive).
4. All documents referred to in the Notice and Explanatory Statements are Open For inspection at The Registered Office of the Company during office hours on all days except Saturdays, Sundays and Public Holidays; between 11 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

#### ANNEXURE TO THE NOTICE :-

#### Explanatory statement pursuant to Section 173 of the Companies Act, 1956.

- Item No. 5 As per section 293 (l) (e) of the Companies Act, 1956, the Board of Directors of the Company except with the consent of the Company in the General Meeting, can not Contribute or donate to charitable and other funds which do not directly relate to the business of the Company or welfare of its employees, beyond prescribed monetary limits.

As occasion arises to fulfil social obligations, it is desirable to authorise the Board of Directors to donate or make charity as circumstances warrant so.

The Directors recommend this Resolution for your approval.

None of the Directors of the Company, is in any way, concerned or interested in the said Resolution.

- Item No. 6 Section 293 (l) (a) of the Companies Act, 1956 provides that the Board of Directors of the Public Company shall not except with the consent of the company in General meeting, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking.

The proposed resolution authorises the Board to secure such loans, credit facilities and/or debentures as may be availed of/raised by the Company from time to time.

The Board recommends the passing of the said Resolution.

None of the Directors of the Company is in any way concerned or interested in the said Resolution.

- Item No. 7 As per Section 293 (1) (d) of the Companies Act, 1956 the Board of Directors of the Company except with the consent of the Company in the General Meeting, borrow monies apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Taking into consideration the requirements of the additional funds to meet the cost of the Company's Capital Expenditure Programme as also additional Working Capital requirements of the Company, it is desired to raise the limit from Rs. 1,000 Lacs (Rupees one Thousand Lacs) to Rs. 2,500 Lacs (Rupees Twenty Five Hundred Lacs).

The Board recommends the passing of the said Resolution.

None of the Directors of the Company is in any way, concerned or interested in the said Resolution.

- Item No. 8 In view of the increasing responsibilities and duties entrusted upon Shri S.P. Sharma, Director



of the Company, the Board consider it appropriate that the remuneration of Shri S.P. Sharma be suitable increased and proposes such increase to the extent as mentioned in the Resolution.

The Board recommends the passing of the said Resolution.

None of the Directors of the Company except Shri S.P. Sharma, Director, is in any way, concerned or interested in the said resolution.

By the order of the Board

1st Sept., 1997

Regd. Office :

"Silver Oak",

C-4, Sawai Jai Singh Highway,

Bani Park, Jaipur

R.D. Sharma

Chairman Cum Managing Director

## DIRECTORS' REPORT

To,

The Members

Your Directors have pleasure in presenting the Company's 13th Annual Report together with the Audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 1997.

Financial Results	31.03.97 (RS.)	31.03.96 (Rs.)
Turnover	17,97,86,528	14,20,85,562
Other Income	19,86,247	13,33,728
Profit before Dep. & Tax	2,00,31,898	1,09,75,373
Less : Depreciation	24,87,283	22,18,201
Profit before Tax	1,75,44,615	87,57,172
Less : Provision for tax	65,00,000	27,60,000
Less : Prior Period Adj.	12,08,807	(+) 98,602
Profit after Tax	98,35,808	60,95,774
Surplus Available for appropriation	98,35,808	60,95,774
<b>Appropriations :</b>		
Proposed Dividend	49,45,800	Nil
General Reserve	10,00,000	10,00,000
Balance Carried over to Balance Sheet	38,90,008	50,95,774

### OPERATIONS :

#### i) Signalling & Telecommunication Division :

During the year under report, Signalling & Telecom. Division of your company did the works worth Rs. 1421.35 Lacs.

Directors of the Company feel pleasure in bringing to your knowledge that your company has become the first ever and the only one (for the present), in private sector, in the country, which has completed the work of laying and splicing/jointing of Fibre Optic Cable, over

a stretch of 1000 Kms to Konkan Railway. The work has been completed in collaboration with ANI BOSCH Telecom GmbH of Germany.

#### ii) Civil Division :

Civil Engineering Division has successfully completed its Fifth year. During the year under Report, Civil Division has made a contribution of Rs. 376.52 Lacs in the total receipt of the Company.

### FUTURE PLANS :

1. In the field of Signalling & Telecommunication, allocation of funds by Ministry of Railway has been meagre, but now the scenario is changing and this activity, which is vital for the Railways, from the safety point, higher amounts are being kept aside. Your company looks forward with optimism to grab a good portion of works in the near future.
2. The gauge conversion activity which is top agenda of Railway Ministry, has so far been confined to a scanty portion of the total meter gauge track existing in the country. Thus your company is quite confident to bag substantial works for gauge conversion as planned by Ministry of Railways.
3. As your company has already gained exhaustive experience in handling, laying and commissioning of Optic Fibre Cables, infrastructure for which is already available with the company, your company looks forward to gain and get fresh works from Indian Railways as well as other departments like DOT, Electricity Board, ONGC etc. for the same.
4. Further, your company has entered in the field of providing infrastructure facilities. Tenders have been submitted for construction of Roads, Culverts, Bridges etc. and some of the works have already been awarded in favour of your company. Other works in which your company participated and where process of negotiation are on, aggregate in the vicinity of Rs. 1,700.00 Lacs.
5. With the advent of Liberalisation Policy of the Government, numerous multinational groups are entering the Indian Soil in various segments. Invariably, the projects of these groups need either Railway sidings or Optic Fibre based Communication System or both. In response to queries received, deliberations are at an advanced stage and your company hopes to succeed in getting sizable works.

### FIXED DEPOSITS :

The Company has neither invited, accepted nor renewed any fixed deposits during the year under review.