

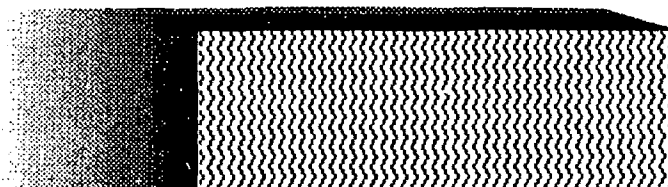
KALINDEE

MD	✓		BKC	✓
CS	NA		DPY	NA
RO	✓		DIV	NA
TRA	NA		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		

14th
ANNUAL REPORT
1997-98

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 S.P. Sharma	Wholetime Director
Shri N.L. Kumbhaj	Director
Shri R. Narasimhan	Director
Dr. S.M. Pathak	Director
Shri K.V. Krishnamurthy	Director

Report  junction.com

1. AUDITORS	M/s R.K. Gurwala & Co., Chartered Accountants, Jaipur
2. SECRETARIAL CONSULTANTS	M/s V.M. & Associates Company Secretaries, Jaipur
3. BANKERS	Bank of India, Jaipur IDBI Bank Ltd., Jaipur

REGD. OFFICE

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

Report Junction.com

CONTENTS

Notice	1-2
Annexure to the Notice	2-3
Directors' Report	3-4
Auditor's Report with Annexures	5-6
Balance Sheet	7
Profit & Loss Account	8
Schedules & Notes	9-17
Cash flow Statement	18

NOTICE

NOTICE is hereby given that 14th Annual General Meeting of the Members of KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED will be held on Wednesday, the 30th December, 1998 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, 1998; 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 R. Narsimhan, who retires from office by rotation and being eligible, offers himself for reappointment.

Item No. 3 To appoint a Director in place of Shri K.V. Krishnamurthy 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."

B. SPECIAL BUSINESS

Item No. 5 To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Dr. Niraj Kumar Singh be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary actions to give effect to the aforesaid resolution."

Item No. 6 To consider and if thought fit, to pass with or

without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 198, 257, 269, 309, 314 read with schedule XIII and other applicable provisions of the Companies Act, 1956 and subject to approval of the Central Government if any, and Article 121 of the Articles of Association of the Company, Shri Arvind Kumar Gemini be and is hereby appointed as a Director of the Company and be designated as Wholetime Director of the Company for a period of 5 years w.e.f. 1st Jan. 1999 on the remuneration, terms & conditions mentioned in the explanatory statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to take all necessary actions to give effect to the aforesaid 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 resolutions passed in the Annual General Meetings of the Company held on 25th Nov. 1995 and 20th Sept. 1996 respectively, in connection with Shri N.L. Kumbhaj, Whole-time Director of the Company and pursuant to all applicable provisions of the Companies Act, 1956 including provisions of Articles of Association of the Company, the consent of the members be and are hereby accorded to change the designation of Shri N.L. Kumbhaj from Whole-time Director to Director w.e.f. 1st Jan. 1999.

FURTHER RESOLVED THAT Shri R.D. Sharma Chairman cum Managing Director of the Company be and is hereby authorised to do all necessary acts, deeds, things, matters etc. to carry out the above resolutions."

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 modifications of the resolution passed at the annual general meetings held on 25th Nov. 1995 and 20th Sept. 1996, the consent of the share holders be and is hereby accorded to the Board of Directors of the Company for further modifying the terms for remuneration of Managing and Wholetime Directors w.e.f. 1st Jan. 1999 subject to the provisions of Schedule XIII read with the provisions of Section 198, 309 & 310 of the Companies Act, 1956 as under:

SALARY

of Shri R.D. Sharma : Rs. 65,000 per month in the pay scale of Rs. 65000-6500-97500.

of Shri S.D. Sharma : Rs. 40,000 per month in the pay scale of Rs. 40000-4000-60000.

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

20th Nov. 1998
Regd. Office :
'Silver Oak', C-4,
Jaisingh 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. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the business under Items 5 to 8 above, are annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd Dec., 1998 to 30th Dec., 1998 (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 Your Company has received a Notice, under Section 257 of the Companies Act, 1956, in writing from a member proposing the candidature of Dr. Niraj Kumar Singh for the Office of Director liable to retire by rotation, alongwith the deposit

of Rs. 500/- as prescribed under the Section.

The Board of Directors of the Company consider the appointment of Dr. Niraj Kumar Singh, as a Director of the Company, beneficial and in the interest of the Company by availing guidance and advice of Dr. Niraj Kumar Singh and accordingly recommends his appointment as Director of the Company,

None of the Directors of the Company except Dr. Niraj Kumar Singh is in any way concerned or interested in the resolution.

Item No. 6 Your Company has received a Notice, under Section 257 of the Companies Act, 1956, in writing from a member proposing the candidature of Shri Arvind Kumar Gemini for the office of Director, liable to retire by rotation, alongwith the deposit of Rs. 500/- as prescribed under the section.

The Board of Directors of the Company consider the appointment of Shri Arvind Kumar Gemini, as a Wholetime Director of the Company, beneficial and in the interest of the company by availing guidance and advice of Shri Arvind Kumar Gemini and accordingly recommends his appointment as Wholetime Director of the Company on the following remuneration:

Basic : 18000-1800-27000

Plus other applicable benefits and perquisites as per Company's rules.

Shri Arvind Kumar Gemini being relative of the Chairman cum Managing Director of the Company and proposes to hold place of profit in the Company, approval of Central Government if required is also sought.

None of the Directors of the Company except Shri Arvind Kumar Gemini and Shri R.D. Sharma, Managing Director of the Company, is in any way concerned or interested in the resolution.

Item No. 7 Shri N.L. Kumbhaj was appointed as Whole-time Director of the Company in the Annual General Meeting held on 25th Nov., 1995

Due to unforeseen circumstances it is in the interest of the company that Shri N.L. Kumbhaj be designated as Director only.

The Board recommends the above resolution for your approval.

None of the Directors of the Company except Shri N.L. Kumbhaj, is in any way concerned and interested in the resolution.

Item No. 8 In view of the increasing responsibilities and duties entrusted upon Shri R.D. Sharma, Chairman cum Managing Director of the Company and Shri S.D. Sharma, Whole-time Director of the Company, the board consider it appropriate that the remuneration of Shri R.D. Sharma & Shri S.D. Sharma be suitably

increased and proposes such increase to the extent as mentioned in the resolution.

The Board recommends the passing of the said resolution.

The explanatory statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under section 302 of the Companies Act, 1956.

The other terms & conditions of the appointment will remain same

None of the Directors of the Company except Shri R.D. Sharma, Shri S.D. Sharma, and Shri Arvind Kumar Gemini being relative, is in any way concerned and interested in the resolution.

20th Nov., 1998
Regd. Office:
'Silver Oak', C-4
Jai Singh Highway,
Bani Park, JAIPUR

By the Order of the Board
R.D. Sharma
Chairman cum Managing Director

DIRECTORS' REPORT

To,

The Members

Your Directors have pleasure in presenting the Company's 14th Annual Report together with the Audited Balance Sheet and Profit and Loss Account for the year ended 31st March 1998.

Financial Results	31.03.98 (Rs.)	31.03.97 (Rs.)
Turnover	23,10,02,027	17,97,86,528
Other Income	24,92,489	19,86,247
Profit before Dep. & Tax	1,96,26,059	2,00,31,898
Less : Depreciation	26,52,974	24,87,283
Profit before Tax	1,69,73,085	1,75,44,615
Less: Provision for tax	58,00,000	65,00,000
Less : Prior Period Adj.	(-) 14,49,305	(-) 12,08,807
Profit after Tax	97,23,780	98,35,808
Surplus Available for appropriation	97,23,780	98,35,808
Appropriations :		
Proposed Dividend	NIL	49,45,800
General Reserve	10,00,000	10,00,000
Balance Carried over to Balance Sheet	87,23,780	38,90,008

OPERATIONS :

Signalling & Telecommunication Division :

During the year under report, Signalling & Telecom. Division of your company did the works worth Rs. 22,00,93,301/-.

Civil Division :

Civil Engineering Division has successfully completed its Sixth year. During the year under Report, Civil Division has made a contribution of Rs. 1,09,08,726/- 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. After catering the Indian Railways so long, your company steps its foray into international market too and presently negotiating and bidding for several projects abroad and expects to bag good contracts.
3. Further, against the tough global competition, your company is able to secure the prestigious 'Contract Agreement' of Rs.21 Crores from Mumbai Port Trust for 'Remodelling and Upgradation of Railway yard at Wadala and Upgradation of 5 Km. Track length at Raoli and Wadala, which confirms the expertise secured by your company in its field.
4. 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.
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.

DIVIDEND :

In view of paucity of funds and to conserve the available resources, your Directors do not recommend any payment of dividend for the year 1997-98.