

Annual Report 2013-14

KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED

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Corporate Information

Board of Directors

Mr. Sandeep Fuller, Managing Director
Mr. Hemant Kumar, Director
Mr. Suresh Kumar Khanna, Director
Mr. Shanti Narain, Director
Mr. Kamal Kishore Agarwal, Director
Mr. Mahendra Kumar Khanna, Director

Bankers

State Bank of India
Overseas Branch, Jawahar Vyapar Bhawan
1, Tolstoy Marg, New Delhi - 110 001
State Bank of Patiala
Commercial Branch, Chandralok Building,
36, Janpath, New Delhi - 110 001
IDBI Bank Ltd.
3rd Floor, Indian Red Cross Society Building
Red Cross Road,
New Delhi - 110 001
Axis Bank Limited
148, Statesman House, Barakhamba Road,
New Delhi - 110 001
ICICI Bank Limited
9A, Phellps Building,
Connaught Place,
New Delhi - 110 001
HDFC Bank Ltd.
26, Kailash Building, K. G. Marg,
New Delhi - 110 001
IndusInd Bank Limited
Dr. Gopal Das Bhawan, 28,
Barakhamba Road, New Delhi – 110 001

Auditors

Amit Goyal & Co.
Chartered Accountants,
A-8, II floor, Ganpati Enclave,
Ajmer Road, Jaipur - 302 005

Registered Office

F-5, Gautam Nagar
Gulmohar Park Road, New Delhi - 110 049

Corporate Office

2nd Floor, Building No. 9A, Cyber City,
DLF Phase -III, Gurgaon - 122 002
Tel.: 0124 4674800, Fax: 0124 4674887/888

Registrar & Transfer Agent

MCS Ltd.
F-65, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi – 110 020
Tel.; 011 41406149, Fax: 011 41709881
Email: admin@mcsdel.com

Company Secretary

Mr. Anil Sharma

Secretarial Consultants

Jatin Gupta & Associates
303, Building No. 10159, Padam Singh Road,
Karol Bagh, New Delhi - 110 005
Tel.: 011-28755214
E-mail: jatinfcs@gmail.com

Our Board of Directors



Shri Sandeep Fuller is a highly qualified young professional in mid 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 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 by him 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.



Mr. Hemant Kumar, Director, is graduate in Electrical Engineering from Agra University of the class of 1961.

He started his professional career with L & T with having tenure of about 10 years. He joined STC of India Ltd in 1970 as Marketing Manager handling Project Export of Textile Machinery and successfully executed number of Projects in Egypt, South Korea & other countries. He has been with Texmaco Limited for over 35 years and has handled various challenging assignments including heading Marketing of Textile Machinery Division, International Division and as Sr. Vice President, New Delhi. In 1983, he was deputed to Birla Textiles (Prop. Texmaco Limited), Delhi as Chief Executive where he successfully re-structured the operation with a remarkable turnaround

He presently holds the charge as Executive Director, Texmaco Infrastructure & Holding Limited, Delhi spearheading the Company's forays in Real Estate Sector.

Mr. Hemant Kumar is closely associated with Birla Institute of Technology and Science (BITS), Pilani as Member of The Board of Governors. He was President of Textile Association Delhi and Vice Chairman of Textile Machinery Manufacturers Association. Mr Hemant Kumar is also the Member Secretary, K K Birla Academy.



Suresh Kumar Khanna, Director, is a former Member (Electrical) of Railway Board, Ministry of Railways and ex-officio Secretary to the Government of India. where 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. His was inducted in the Board on 29/04/2011.

IMPORTANT COMMUNIQUE FOR MEMBERS

Members are requested to register their e-mail address (es) and changes therein from time to time, by directly sending the relevant email address alongwith details of name, address, folio no., shares held:

i) To the Registrars and Share Transfer Agents, M/s. MCS Ltd for shares held in physical form and;

ii) In respect of shares held in demat mode, also provide DP ID/Client ID with the above details and register the same with their respective Depository Participants. Upon registration of the email address (es), the Company proposes to send Notices, Annual Report and such other documents to those Members via electronic mode/e-mail.

This will lead to considerable saving in form of Paper, Dispatch as part of Green initiative of MCA and Kalindee's as well.

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 30th Annual General Meeting of the members of Kalindee Rail Nirman (Engineers) Limited will be held on the 14th 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 35th 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.