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Board of Directors	<p>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 Mrs. Akella Rajalakshmi Venkateshwar, Director Mr. Varun Bharthuar, Director Mr. Dulal Chandra Mitra, Director Mr. Vikram Singhal, Director Mr. Pervesh Kumar Gandhi, Director</p>
Bankers	<p>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 Axis Bank Limited 148, Statesman House, Barakhamba Road, New Delhi - 110 001 ICICI Bank Limited 9A, Pheip 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 IDBI BANK LIMITED 3rd Floor, Indian Red Cross Society Building Red Cross Road, New Delhi - 110 001</p>
Statutory Auditors	<p>S.S.Kothari Mehta & Co. Chartered Accountants, 146-148, Tribhuvan Complex, Ishwar Nagar, Mathura Road, New Delhi - 110 065</p>
Internal Auditors	<p>Prakash Sachin & Co., Chartered Accountants, C-35, Madhu Vihar, Patparganj, Delhi 110 091</p>
Registered Office	<p>F-5, Gautam Nagar, Gulmohar Park Road, New Delhi - 110 049</p>
Corporate Office	<p>2nd Floor, Building No. 9A, Cyber City, DLF Phase -III, Gurgaon - 122 002 Tel.: 0124 4674800, Fax: 0124 4674887/888</p>
Registrar & Transfer Agent	<p>MCS Share Transfer Agents Limited F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020 Tel.: 011 41406149, Fax: 011 41709881 Email: admin@mcsdel.com</p>
Company Secretary	<p>Mr. Anil Sharma</p>
Secretarial Consultants	<p>Jatin Gupta & Associates 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi - 110 005 Tel.: 011-28755214, E-mail: jatinfcs@gmail.com</p>

Our Board of Directors



Mr. Sandeep Fuller, Managing Director, is a highly qualified young professional about 50 (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 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.



Mr. Shanti Narain, Director, is a former Member (Traffic), 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 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.



Mr. Suresh Kumar Khanna, Director, is a former Member (Electrical), 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.



Mr. K. K. Agrawal, Director, has 38 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), 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.



Mr. 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.



Mrs. Akella Rajalakshmi Venkateshwar, Director is a postgraduate in Textiles from Madras University has 36 years of experience in Railway Finance & Accounts in various capacities in Central, southern, south Central, East Coast and North Eastern Railway, She has wide-ranging experience in Project and Contract Management, Budgets and Financial Control, personnel and Material Management besides Account of Revenue Receipts. She has also worked as Director of Indian Railway institute of Financial Management, Secunderabad.



Mr. Varun Bharthuar, Director is presently the Chief Executive (Projects) of Texmaco Rail & Engineering Limited. Mr. Bharthuar earned his reputation as an earnest and devoted professional with degrees in Mechanical and Electrical Engineering from the Council of Engineering Institutions, London, and Institution of Engineers, India. He also holds Masters Degree in Business Administration. Mr. Bharthuar has to his credit an outstanding career of 37 years with Indian Railways in various capacities including Technical and Administrative Management related to operational logistics of train movements, maintenance of Coaches and Wagons and Manufacturing Units. During this period, he worked both as a leader and a player on cross-functional teams in the areas of Operations, Project Management, Macro-Engineering, Maintenance and Human Resource Optimization & Welfare. He retired from Indian Railways in July, 2012 with his last prestigious assignments as General Manager, Eastern Railway, and General Manager, East Central Railway. Mr. Bharthuar as the General Manager of East Central Railway exercised financial control over pilot projects having an annual outlay of close to Rs.4,500 crores and was the Executive Head of over 75000 employees (including officers of the Central Organised Services of the Government of India).



Mr. Dulal Chandra Mitra, Director has joined Texmaco Rail & Engineering Limited, as Senior Vice President (Bridges) on and from he 16th April 2014. Mr. Mitra is highly acclaimed and qualified professional with a degree in Civil Engineering from Jadavpur University and Fellow of Institute of Engineers (India) and Institute of Permanent Way Engineers. Mr. Mitra has to his credit an outstanding career of 34 years with Indian Railways in various capacities including Technical and Administrative Management related to Construction projects, Bridge, Track maintenance, operational logistics of train movements etc. He was also the Managing Director of RVNL prior to his retirement and spearheaded many critical and important projects of Indian Railways. He has been trained in numerous countries for up-gradation of Railway systems. He had been to DB Railways, Germany on a World Bank Program and Egypt on invitation from Egyptian Government to advise on improvements of Egyptian National Railways.



Mr. Pervesh Kumar Gandhi, Director is Group President, Human Resources, has been associated with Adventz since 2009. A leading HR practitioner with a rich experience of over 35 years, he has worked for notable organizations such as Tata Steel, Bechtel and Punj Lloyd Ltd. before joining the Adventz Group. At Tata Steel, he played a pivotal role in designing several of the HR practices for which the company is renowned. His areas of interest include organisation development, strategy, management training, leadership and change management. Mr Gandhi drives the strategic imperative of the Adventz' vision: to be an Indian conglomerate with global ambitions that participates in and contributes to the country's growth and prosperity through transformational change. A graduate from the prestigious Shri Ram College of Commerce (SRCC), he post-graduated in Personnel Management from Xavier Institute of Social Service, Ranchi in 1977. As a special interest, Mr Gandhi has been actively associated with sustainability initiatives since 1982, long before CSR became a buzzword for corporates.



Mr. Vikram Singhal, Director is presently the CEO of Texmaco UGL Rail Private Limited. Mr. Vikram is a professional engineer (Mechanical) who brings a wealth of relevant experience to this role. His most recent assignment prior to joining the Company was with Escorts Limited as Executive Director & Business Head. Mr. Vikram has extensive experience in manufacturing and developing new business including sectors outside rail.

CIN: L64120DL1984PLC114336

Email: info@kalindee.net, Website: www.kalindee.net

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

Notice

Notice is hereby given that the 31st Annual General Meeting of Kalindee Rail Nirman (Engineers) Limited will be held on Wednesday, the 30th day of September, 2015 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 (es) :

ORDINARY BUSINESS:

1. To consider and adopt :
 - (a) the audited financial statement of the Company including the audited consolidated financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Hemant Kumar (DIN:03599801), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To take note of appointment of Statutory Auditors, pursuant to members resolution dt. 14th November, 2014 and in this regard 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 Section 139 (2) and 142(1) read with Chapter V of the Companies Act, 2013 the appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants, (Firm registration No. : 000756N), New Delhi be and is hereby noted and ratified and that Board be and is hereby authorized to finalise remuneration including various out of pocket expenses incurred therein, as may be determined and finalized by the Board of Directors in consultation with Statutory Auditors."

SPECIAL BUSINESS:

1. Candidature of Mrs. Akella Rajalakshmi Venkateshwar as Director and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT Ms. Akella Rajalakshmi Venkateshwar (DIN : 07145571) who was appointed as an Additional Director by Board of Directors with effect from 31.03.2015 in terms of Section 149, 152 & 160 of the Companies Act, 2013 read with applicable rules, if any, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from M/s Texmaco Rail & Engineering Limited being member proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT The Board be and is hereby authorized to take such further steps as may be deemed necessary including intimation to the effect to Stock Exchange and various other statutory/non statutory authorities including banks etc. and filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds etc. as they may deem necessary so as to give effect to the aforesaid resolution."

2. Candidature of Mr. Varun Bharthuar as Director and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT Mr. Varun Bharthuar (DIN : 03345634) who was appointed as an Additional Director by Board of Directors with effect from 31.08.2015 in terms of Section 149, 152 & 160 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from M/s Texmaco Rail & Engineering Limited being member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT The Board be and is hereby authorized to take such further steps as may be deemed

necessary including intimation to the effect to Stock Exchange and various other statutory/non statutory authorities including banks etc. and filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds etc. as they may deem necessary so as to give effect to the aforesaid resolution."

3. Candidature of Mr. D C Mitra as Director and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT Mr. Dulal Chandra Mitra (DIN : 00479920) who was appointed as an Additional Director by Board of Directors with effect from 31.08.2015 in terms of Section 149, 152 & 160 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from M/s Texmaco Rail & Engineering Limited being member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT The Board be and is hereby authorized to take such further steps as may be deemed necessary including intimation to the effect to Stock Exchange and various other statutory/non statutory authorities including banks etc. and filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds etc. as they may deem necessary so as to give effect to the aforesaid resolution."

4. Candidature of Mr. Vikram Singhal as Director and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT Mr. Vikram Singhal (DIN : 01178530) who was appointed as an Additional Director by Board of Directors with effect from 31.08.2015 in terms of Section 160 & 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT The Board be and is hereby authorized to take such further steps as may be deemed necessary including intimation to the effect to Stock Exchange and various other statutory/non statutory authorities including banks etc. and filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds etc. as they may deem necessary so as to give effect to the aforesaid resolution."

5. Candidature of Mr. Pervesh Kumar Gandhi as Director and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution :

"RESOLVED THAT Mr. Pervesh Kumar Gandhi (DIN : 06369107) who was appointed as an Additional Director by Board of Directors with effect from 31.08.2015 in terms of Section 160 & 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT The Board be and is hereby authorized to take such further steps as may be deemed necessary including intimation to the effect to Stock Exchange and various other statutory/non statutory authorities including banks etc. and filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds etc. as they may deem necessary so as to give effect to the aforesaid resolution."

**For Kalindee Rail Nirman (Engineers) Limited
BY ORDER OF THE BOARD**

**Sd/-
HEMANT KUMAR
Director
DIN: 03599801**

Date: 31st August, 2015**Place : Gurgaon****Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as 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 share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Proxy shall carry his / her identity proof (any one of PAN Card ID Card, AADHAR Card, Driving License, Passport) at the venue of Annual General Meeting.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. --.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Transfer Books of the Company will be closed from 24th day of September, 2015 to 30th day of September 2015, (both days inclusive).
5. In terms of Section 152 of the Companies Act, 2013, Mr. Hemant Kumar, Director, retires by rotation at the Meeting and being eligible, offer themselves for reappointment. The Board recommend their re-appointments.

Brief resume of Mr. Hemant Kumar (being director retiring by rotation and Ms. Akella Rajalakshmi Venkatasaran, Mr. Varun Bharthuar, Mr. D C Mitra, Mr. Vikram Singhal and Mr. P K Gandhi being Directors appointed as Additional Directors consequent to Section 161 of the Companies Act, 2013 and subject matter of candidature as Director under Section 160 of Companies Act, 2013), consequent upon requirements in Listing Agreement, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

6. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to MCS Share Transfer Agents Limited being the Registrar for the Company.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or MCS Share Transfer Agents Limited for assistance in this regard.
10. Members holding shares in physical form in identical order of names in more than one folio are requested to send

to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
13. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MCS Share Transfer Agent Ltd.
16. M/s SPJ & Co., Company Secretaries, New Delhi has been appointed as scrutinizer for e-voting process as well as voting during the Annual General Meeting.

The instructions for shareholders voting electronically are as under:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.

Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd September, 2015.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23rd September, 2015 only shall be entitled to avail the facility of e-voting.

Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 23rd September, 2015 may obtain the User ID and password in the manner as mentioned below:

Member may send an e-mail request to:

- (i) The voting period begins on 25th September-, 2015 from 9.00 a.m. and ends on 29th September, 2015 (both days inclusive) at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 23rd September-, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on envelope on Annual Report. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Kalindee Rail Nirman (Engineers) Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification

code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- " After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- " The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- " A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The chairman shall at the AGM, at the end of discussion on the resolution on which voting is to be held with the assistance of scrutiner, by use of ballot papers for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- (xxii) The scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the vote cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make not later than 48 hours of the conclusion of the AGM, a consolidated scrutiner's report of the chairman or the person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- (xxiii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kalindee.net and on the website of CDSL www.cdslindia.com within two days of the passing of the resolutions at the 31st AGM of the Company on 30th September, 2015 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- (xxiv) Subjected to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of AGM.i.e.30th September, 2015.
- (xxv) Shareholders who are not the Members of the Company as on the record date shall treat this Notice for information purpose only

By Order of the Board of Directors

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