

Ref: KRNEL/CS/2016-17/

7th September, 2016

*The Corporate Relation Department
Bombay Stock Exchange Limited,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001*

*The Listing Department
National Stock Exchange of India Limited,
5th Floor, Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051*

Sub: Notice of Annual General Meeting

Dear Sir(s),

Enclosed please find the Notice of 32nd Annual General Meeting of the Company which will be held on Friday, the 30th day of September, 2016 at 11.00 a. m. at Saras Garden, G T Karnal Road, Mukhmel Pur Bandh, Near Hanuman Mandir, Alipur, Delhi 110 036.

Thanking you.

Yours faithfully,

For Kalindee Rail Nirman (Engineers) Ltd.



Authorised Signatory

Encl: As above

KALINDEE RAIL NIRMAN (ENGINEERS) LTD.

(CIN No. L64120DL1984PLC114336)

Corp. Office: Birla Mills Complex, G. T. Road, Near Clock Tower, Delhi - 110007

Phone : +91-11-30017900, Fax: +91-11-30017901 & 30017902

Regd. Office: F-5, Gautam Nagar, Gulmohar Park Road, New Delhi-110049 (INDIA)

KALINDEE RAIL NIRMAN (ENGINEERS) LTD.

CIN No. – L64120DL1984PLC114336

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

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

Phone No.: 011-26857375

Notice to Shareholders

Notice is hereby given that the 32nd Annual General Meeting of KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED will be held on Friday, the 30th day of September, 2016 at 11.00 a. m. at Saras Garden, G T Karnal Road, Mukhmel Pur Bandh, Near Hanuman Mandir, Alipur, Delhi 110 036, to transact the following businesses :

AS ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company, the Directors' and Auditors' Report thereon for the year ended 31st March, 2016.
2. To appoint Director in place of Mr. Sandeep Fuller (DIN: 06754262), who retires by rotation and being eligible, offers himself for re - appointment.
3. To appoint Director in place of Mr. Varun Bharthuar (DIN:03345634), who retires by rotation and being eligible, offers himself for re - appointment.
4. To ratify the appointment of Statutory Auditors, and to fix their remuneration. 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.”

AS SPECIAL BUSINESS:

Item no. 5

To consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of sections 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013, Mr. Mohan Kumar Mysore Subbanna (DIN No. 07426606), who was appointed as an Additional Director of the Company w.e.f. 4th February, 2016 by the Board of Directors and who holds office as per section 161 of the Companies Act, 2013 ('Act') up to the date of this Annual General Meeting and in respect of whom, the Company has, pursuant to Section 160 of the Act, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company, w.e.f. 4th February, 2016 as stated in the Explanatory Statement.”

By order of the Board
Sd/-

Hemant Kumar
Director
DIN: 03599801

Place: Gurgaon
Date: 23.07.2016

Notes:

- (i) *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 him/her behalf 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, Voter ID Card, AADHAR Card, Driving License, Passport) at the venue of Annual General Meeting.

- (ii) 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.
- (iii) 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.
- (iv) The Register of Members and Transfer Books of the Company will be closed from Saturday, 24th day of September, 2016 to Friday, 30th day of September, 2016 (both days inclusive).
- (v) In terms of Section 152 of the Companies Act, 2013, Mr. Sandeep Fuller (DIN: 06754262) and Mr. Varun Bharthuar (DIN: 03345634), retire by rotation at the Meeting and being eligible, offer themselves for re - appointment. The Board of Directors of the Company recommend their respective re - appointments. Details of Directors proposed to be appointed/ re - appointed as required in terms of SEBI Listing Regulations entered with Stock Exchange and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India are provided in the Report on Corporate Governance forming part of the Annual Report.
- (vi) The Explanatory 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.
- (vii) Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- (viii) 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 Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to MCS Share Transfer Agent Limited, being the Registrar for the Company.

- (ix) 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 Agent Limited for assistance in this regard.
- (x) 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.
- (xi) 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.
- (xii) 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.
- (xiii) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
- (xiv) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- (xv) 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 Limited.
- (xvi) M/s. SPJ & Co., Company Secretaries, New Delhi has been appointed as scrutinizer for e-voting process as well as voting at the venue of Annual General Meeting.
- (xvii) Voting through electronic means:
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules, 2015) and Regulation 44 of the Listing Regulations (Voting by Shareholders) and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) by Electronic means and the business may be transacted through e-voting services..
 - (b) The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the Agency to provide e-voting facility.
 - (c) 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. Thursday, 22nd September, 2016.

- (d) Voting rights will be reckoned on the paid –up value of shares registered in the name of the Members as on Thursday, 22nd September, 2016 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date will be entitled to cast their votes by remote e-voting.
- (e) 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. Thursday, 22nd September, 2016 may obtain the User ID and password in the manner as mentioned below:
- The voting period begins on Monday, 26th September, 2016 from 9.00 a.m. and ends on Thursday, 29th September, 2016 (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. Thursday, 22nd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The Shareholder who have already casted their vote through remote e-voting cannot vote again. However, such Shareholder shall be entitled to attend the Meeting
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

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.

If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	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. • 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).

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Kalindee Rail Nirman (Engineers) Limited on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- 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.
- 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 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.
- The chairman shall at the AGM, at the end of discussion on the resolution on which voting held with the assistance of scrutinizer, allow 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.
- The Results of the e-voting will be declared on or after the date of the AGM i.e. Friday, 30th September, 2016. The declared Results, along with the Scrutiniser's Report will be available on the Company's website www.kalindee.net and on the website of CDSL www.cdslindia.com, such Results will also be forwarded to the Stock Exchanges where the Equity Shares of the Company are listed.
- Shareholders who are not the Members of the Company as on the record date shall treat this Notice for information purpose only.

EXPLANATORY STATEMENT

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

Item No. 5

Mr. Mohan Kumar Mysore Subbanna (DIN: 07426606) who was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 4th February, 2016 and has been designated as an Executive Director of the Company. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Mohan Kumar shall hold office up to the date of the ensuing Annual General Meeting of the Company, and he has expressed his intention and eligibility to continue acting as director and has accordingly furnished declaration as required under section 164, 184 and 167 of the Companies Act, 2013.

Background Details

Mr. Mohan Kumar Mysore Subbanna is a qualified Electrical Engineer with experience of more than 26 years encompassing a gamut of varied responsibilities including strategic planning, tendering, sales & marketing along with profit & loss management of strategic business units in electrical system and equipment sector, steel strategy formulation & implementation, application engineering, operations management, enhancing quality standards and site execution. He has adequate experience in contract management, generating new business management techniques to develop and manage sizeable teams of professionally qualified personnel.

Remuneration Proposed

Pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions read with Schedule V of the Companies Act, 2013 together with the Rules framed thereunder (including any Statutory modification(s) or re-enactment thereof Mr. Mohan Kumar Mysore Subbanna be appointed on the following terms and conditions:-

1	Salary	Rs. 3,10,000 per month with increments as may be decided by the Board of Directors from time to time within the ceiling as prescribed under the provisions of applicable laws, if any.
2	Perquisites CATEGORY –A a) Housing b) Medical Reimbursement c) Leave Travel Concession d) Bonus/ Exgratia e) Leave f) Conveyance	Free furnished accommodation or HRA up to 40% of the basic salary. Reimbursement of actual expenses incurred for self and his family subject to the ceiling of one month's salary. For Self and his family once in a year subject to the ceiling of one month's salary. As per the Rules of the Company. As per the Rules of the Company. Car with chauffeur provided by Company.
	CATEGORY – B a) Contribution to Provident Fund b) Gratuity	As per the Rules of the Company As per the Rules of the Company

- a) Besides the remuneration proposed to be paid to him, the Executive Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.
- b) The information and disclosure of the remuneration paid to the Executive Director have been mentioned in the Annual Report under the Corporate Governance Report.
- c) Except Mr. M S Mohan Kumar, 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.
- d) The Company has received valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. M S Mohan Kumar for appointment as an Executive Director.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting in pursuance of SEBI (Listing Obligations and Disclosure Requirements), 2015

Name of Director	Mr. Sandeep Fuller	Mr. Varun Bharthuar	Mr. M S Mohan Kumar
Age (in years)	50	64	50
Qualification	B.Tech & PGD in Management	B. Tech, C. Eng., Masters in Business Administration	B. Eng.
Date of First Appointment on the Board	7th February, 2014	31st August, 2015	4th February, 2016
Expertise in specific functional areas	- Experience of 21 years with Indian Railways in various capacities and in Larsen & Toubro. - Core experience in the domain of Rolling Stock, Metro Coaches, Locomotives, Traction and Maintenance.	- Experience of 39 years with Indian Railways in various capacities. - Worked as a leader and a player on cross-functional terms in the area of Operations, Project Management, Macro-Engineering, Maintenance and Human Resource Optimization & Welfare.	- Experience of 26 years encompassing a gamut of varied responsibilities including strategic planning, tendering, Sales & Marketing etc. - Adequate experience in contract management, enhancing quality standards and site execution.
Remuneration last drawn (in Lacs.)	Nil	Nil	7.08
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Director in the Company	Nil	Nil	Nil
Directorship held in other Companies	- Texmaco Rail & Engineering Limited - Bright Power Projects (India) Private Limited - Texmaco Hi-tech Private Limited	Nil	Nil

	• Wabtec Texmaco Rail Private Limited • TouaxTexmaco Railcar Leasing Private Limited • Simon India Limited*	Nil	Nil
Chairmanship/Membership of Committees in Companies including those in the Company	• Stakeholder Relationship Committee (Member) • Corporate Social Responsibility Committee (Member) of the Company • Texmaco Hi-tech Private Limited • Audit Committee (Member) • Nomination & Remuneration Committee (Member)	Nil	Nil

**Appointed w.e.f.10th May, 2016*