

## REPORT ON CORPORATE GOVERNANCE

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### 1. **Company's philosophy on Code of Governance**

**Kalindee** as a part of the Adventz group is committed to the highest standards of business ethics and values. The Company has over the years consistently demonstrated good corporate governance practices believes in managing its affairs with diligence, transparency, accountability and responsibility. Good Corporate Governance is an integral part of the Company's value system and the Company Management places considerable emphasis on compliance therewith aimed at providing good governance. The Company has an obligation, to conduct business in accordance with highest ethical and legal standards, superior product quality and services, to all its stakeholders including shareholders, employees, customers, suppliers and communities.

### 2. **Compliance with SEBI guidelines and standards**

The Company comply with broad selection of key governance principles and regulations. Securities Exchange Board of India (SEBI) has notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) on September 2, 2015, replacing the earlier Listing Agreement (w.e.f. December 1, 2015)

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has executed fresh Listing Agreement with the Stock Exchanges.

### 3. **Corporate Governance Guidelines**

Over the years, the Board has developed Corporate Governance guidelines to help fulfill corporate responsibility towards our stakeholders. These guidelines ensure that the Board will have the necessary authority and processes to review and evaluate our operations as and when required. Further, these guidelines allow the Board to make decisions which are independent of the Management. The Board may change these guidelines as and when required to achieve our stated goals / objectives.

### 4. **Board of Directors**

The Company's Board comprises Eleven (11) Directors, representing optimum mix of professionalism, knowledge and experience and Executive and Non - Executive Directors. Five (5) Directors of the current strength of the Board are Independent Directors fulfilling the criteria of independence as stated in Section 149 of the Companies Act, 2013. The Composition of Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Act.

The category of Directorship, number of meetings attended, attendance at the last Annual General Meeting (AGM), Directorships in other Companies, number of Committees in which such Director is member, are mentioned below :-

Name of Director	Category of Directorship	Director Identification Number (DIN)	No. of Board Meeting Attended	Attendance at the last AGM	No. of Directorship in other Companies	No. of Chairmanship/ Membership of Board/ Committees in Companies #	
						Chairman	Member
Mr. Sandeep Fuller	Executive / Managing Director	06754262	5	No	5	-	1
Mr. Hemant Kumar	Non-Executive / Non-Independent Director	03599801	4	Yes	1	1	-
Mr. Shanti Narain	Independent Director	00233438	5	No	1	1	1
Mr. Suresh Kumar Khanna	Independent Director	00233505	5	No	-	1	2
Mr. Kamal Kishore Agarwal	Independent Director	02655349	5	No	-	-	1
Mr. Mahendra Kumar Khanna	Independent Director	03509134	5	No	-	-	3
Mrs. Akella Rajalakshmi Venkateshwar	Independent Director	07145571	2	No	-	-	1
Mr. Varun Bharthuar	Non-Executive / Non-Independent Director	03345634	2	No	-	-	-
Mr. Pervesh Kumar Gandhi	Non -Executive / Non-Independent Director	06369107	2	No	1	-	-
Mr. Dulal Chandra Mitra	Non -Executive / Non-Independent Director	00479920	1	No	-	-	-
Mr. Mohan * Kumar Mysore Subbanna	Executive /Director	07426606	1	No	-	-	-
Mr. Vikram** Singhal	Non -Executive / Non-Independent Director	01178530	-	No	-	-	-

\*Appointed w.e.f. 4th February, 2016.

\*\*Resigned w.e.f. 4th February, 2016.

# Membership / Chairmanship in Audit Committee, and Stakeholders Relationship Committee, are only considered for the purpose of Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including those in the Company.

No Director of the Company was a member of more than 10 (Ten) Committees or Chairman of more than 5 (Five) Committees across all the public/listed Companies in which he/she was a Director.

**Five (5) Board Meetings were held during the year 2015-2016 on the following dates :**

21st May, 2015	3rd August, 2015	31st August, 2015
5th November, 2015	4th February, 2016	-

## 5. INTERNAL AUDIT

The Company has appointed M/s Prakash Sachin & Co., Chartered Accountants, Delhi to oversee and carry out internal audit of the Company's activities. The audit is based on an internal audit plan, which is reviewed each year. In line with accepted practice, the conduct of internal audit is oriented towards review of internal controls and risks in company's operations, if any and acts as a catalyst to Vigil Mechanism.

## 6. COMMITTEES OF THE BOARD

Currently, the Board has 4 (four) committees : Audit Committee, Corporate Social Responsibility (CSR) Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The composition of these Committees are in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 and of erstwhile Listing Agreement (to the extent applicable).

### A. AUDIT COMMITTEE

#### Terms of Reference And Composition

The terms of reference of the Committee cover the matters specified for the Audit Committee under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013.

The Audit Committee comprises following five (5) Directors, and their attendance in the Committee Meeting is given alongside.

Name of the Member	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Shanti Narain	Chairman	Independent Director	4	4
Mr. Suresh Kumar Khanna	Member	Independent Director	4	4

Mr. Kamal Kishore Agarwal	Member	Independent Director	4	4
Mr. Mahendra Kumar Khanna	Member	Independent Director	4	4
Mrs. Akella Rajalakshmi Venkateshwar	Member	Independent Director	4	1

Four (4) Audit Committee Meetings were held during the year 2015-16 as on the following dates :

21st May, 2015	3rd August, 2015	5th November, 2015	4th February, 2016
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## B. NOMINATION AND REMUNERATION COMMITTEE

### Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Nomination and Remuneration Committee under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises the following 3 (Three) Directors, and their attendance in the Committee Meeting is given alongside.

Name of the Director (s)	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Suresh Kumar Khanna	Chairman	Independent Director	1	1
Mr. Shanti Narain	Member	Independent Director	1	1
Mr. Mahendra Kumar Khanna	Member	Independent Director	1	1

In view of No Director drawing any remuneration from the Company during the year under review no meeting of the Committee was required to be convened. With advent of Mr. M S Mohan Kumar as Executive Director on Board, the Committee though met on 04th February, 2016 and recommended to Board as to appointment of Mr. M S Mohan Kumar as Executive Director.

### DETAILS OF REMUNERATION TO ALL THE DIRECTORS FOR THE YEAR:

#### Remuneration of Directors

The Remuneration of Executive Directors is fixed by the Board of Directors upon recommendation by the Nomination and Remuneration Committee.

Non-executive Directors are eligible for sitting fee.

The details of the payment made to the Directors during the year 2015-16 are as follows:

### D) Non-executive Directors

Name of the Director	Sitting Fee for the year (Rs.)	Commission for the year (Rs.)	Total (Rs.)	No. of Shares held in the Company
Mr. Hemant Kumar	50,000	-	50,000	Nil
Mr. Shanti Narain	72,500	-	72,500	Nil
Mr. Suresh Kumar Khanna	72,500	-	72,500	Nil
Mr. Kamal Kishore Agarwal	72,500	-	72,500	Nil
Mr. Mahendra Kumar Khanna	72,500	-	72,500	Nil
Mrs. Akella Rajalakshmi Venkateshwar	27,500	-	27,500	Nil
Mr. Varun Bharthuar	25,000	-	25,000	Nil
Mr. Dulal Chandra Mitra	12,500	-	12,500	Nil
Mr. Pervesh Kumar Gandhi	25,000	-	25,000	Nil
Mr. Vikram Singhal*	-	-	-	Nil

**Note:**

\* Resigned w.e.f. 4th February, 2016.

The details of the remuneration paid to the Executive Directors during the year 2015-16 are given below:

#### ii) Executive Directors

Name of the Director	Designation	Salary (Rs.)	Perquisites and Allowances # (Rs.)	Sitting Fees (Rs.)	Retirement Benefits (Rs.)
Sandeep Fuller	Managing Director	N.A.	N.A.	N.A.	N.A.
Mr. Mohan Kumar** Mysore Subbanna	Executive Director	5,76,551.72	1,31,591.81	N.A.	As per Company's Rule

\*\* Appointed w.e.f. 4th February, 2016.

# Perquisites and Allowances include House Rent Allowance, LTA, Medical Benefits, Contribution to P.F., Superannuation Fund, Ex-gratia etc

### REMUNERATION POLICY:

Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. In determining the remuneration package of Directors and other incumbents under the provisions of Companies Act, the Committee evaluates the remuneration paid is competitive in the market. The compensation is also linked to individual and Company performance. The Company pays remuneration to Mr. Mohan Kumar by way of salary, benefits, perquisites and allowances (fixed component) amongst Executive Directors. Annual increments, if any, are

decided by the Remuneration Committee within the salary scale approved initially at the time of appointment and are effective till the term of the candidate.

During the year 2015-16, the Company paid sitting fees of Rs. 12,500 per meeting to its Non-Executive Directors for attending meetings of the Board, Rs. 2,500 per meeting to Audit Committee members.

Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as Annexure 'C' to the Directors' Report.

### C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

#### Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Stakeholders Relationship Committee under Section 178 of the Companies Act, 2013 and Rules prescribed thereunder.

The Stakeholders Relationship Committee comprises the following 2 (Two) Directors and their attendance in the Committee Meeting is given alongside

Sr. No.	Name of the Director (s)	Designation	Category of Directorship	No. of meetings held	No. of meetings attended
1	Mr. Hemant Kumar	Chairman	Non - Executive & Non- Independent Director	6	6
2	Mr. Sandeep Fuller	Member	Executive Director	6	6

### DETAILS OF COMPLIANCE OFFICER

#### Lalit Rajput Compliance Officer,

Kalindee Rail Nirman (Engineers) Ltd.

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-22 002, Haryana, India.

Tel. No. : 0124-4674800

Fax No. : 0124-4674887/888

Details of investor complaints received and redressed during the year 2015- 16 are as follows:

Opening Balance	Received During the Year	Resolved During the Year	Closing Balance
0	4	4	Nil

The Committee expresses satisfaction with the Company's performance in dealing with Investor Grievances. All the complaints have been attended / resolved to the satisfaction of complainants during the year except in cases which are constrained by disputes or legal impediments or other sub-judice matter, if any.

## D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

### Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the CSR Committee under Section 135 of the Companies Act, 2013 and Rules prescribed thereunder.

The CSR Committee comprises the following 3 (three) Directors:

Name of the Member(s)	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Shanti Narain	Chairman	Independent Director	1	1
Mr. Suresh Kumar Khanna	Member	Independent Director	1	1
Mr. Mahendra Kumar Khanna	Member	Independent Director	1	1

In view of non allocable surplus at its disposal only 1 meeting was convened on 4th February, 2016 during the year under review.

## 7. GENERAL BODY MEETING (S) :

Details of the General Meetings held during the last three years till 31st March, 2016, are given below:

### a. Annual General Meeting(s) :

Financial Year	Time & Date of AGM	Venue	No. of Resolution approved
2012-13	2.30 PM : 30.09.2013	Pearey Lal Bhawan, 1 & 2 Bahadurshah Zafar Marg, Near, ITO, New Delhi-110002	-
2013-14	11.00 AM : 14.11.2014	Royal Garden, G T Karnal Road, Mukhmel Pur Bandh, Near Hanuman Mandir, Alipur, Delhi 110 036	3
2014-15	11.00 AM : 30.09.2015	Royal Garden, G T Karnal Road, Mukhmel Pur Bandh, Near Hanuman Mandir, Alipur, Delhi 110 036	-

### b. Court Convened Meeting(s) :

Pursuant to Company's application seeking direction to convene meetings of Equity Shareholders, Secured Creditors and Un-secured Creditors seeking approval to Scheme of Amalgamation of Company with Texmaco Rail & Engineering Company Limited, the Hon'ble High Court of Delhi vide its order dt. 25th May, 2015 directed to convene the meetings as hereunder:

Category	Day, Date and time	Venue
Equity Shareholders	Saturday ,11.07.2015 : 10.30 A.M	Royal Garden, G T Karnal Road, Mukhmel Pur Bandh, Near Hanuman Mandir, Alipur, Delhi-110036.
Secured Creditors	Saturday, 11.07.2015 : 1.00 P.M	
Un-secured Creditors	Saturday, 11.07.2015 : 2.00 P.M	

To comply with said directions, the meetings were convened accordingly as aforesaid including that of e-voting and postal ballot which were chaired by persons appointed by Hon'ble High Court and the resolutions were declared to be passed as resolution by requisite majority and this fact was apprised to Hon'ble High Court by respective Chairman. The present status of Company's merger application is pending disposal before Hon'ble High Court.

### **c. Independent Directors Meeting**

One meeting of the Independent Directors of the Company was held on 30th March, 2016 during the financial year 2015-16. All the Independent Directors attended the Meeting.

- The matters discussed at the Independent Director's Meeting, inter alia were :
  - Evaluation of performance of Non-Independent Directors.
  - Familiarization programme for Independent Directors :
- The Company has carried out the board and directors performance evaluation during the year. The performance of the independent directors was evaluated by the Board as a whole and the director being evaluated did not participate in the meeting at the time of their evaluation. The independent directors evaluated the performance of the non-independent directors. During the year under review, the Company has taken steps to familiarize its directors including independent directors about the Company operations, business model, industry in which the Company operates and their roles and responsibilities. The details of the familiarisation programme of the Independent Directors are available on the website of the Company, [www.kalindee.net](http://www.kalindee.net) and the link for the same is <http://kalindee.net/media/573c4cdd0f488.pdf>

## **8. DISCLOSURE**

### **a. Related Party Transactions:**

There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, Associates etc. that may have potential conflict with the interests of the Company at large. Transactions carried out with the related parties are disclosed in Note No. 37 of Audited Financial Statements.

The board has approved a policy for related party transactions which has been uploaded on the Company's website, [www.kalindee.net](http://www.kalindee.net) and the link for the same is: [http://kalindee.net/admin/\\_tmp/573c4d1c43dd6.pdf](http://kalindee.net/admin/_tmp/573c4d1c43dd6.pdf)

During the last three years, there were no strictures or penalties imposed either by SEBI or the Stock Exchanges or any statutory authorities for non-compliance of any matter related to Issued Capital Market.

### **b. Whistle Blower Mechanism**

The Company has approved Whistle Blower Policy and established necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations and Companies Act, 2013 for directors and employees to report concerns about unethical behavior. In certain circumstances, employees may also report to the Chairman of the Audit Committee. The said policy has been also put up on the website of the Company, [www.kalindee.net](http://www.kalindee.net) and the link for the same is: <http://kalindee.net/media/56fcb9342067a.pdf>



**c. Details of Compliances :**

The Company has complied with all the requirements including the provisions of Clause 49 of the Listing Agreements entered into with the Stock Exchanges as well as regulations and guidelines of the Securities and Exchange Board SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 i.e LODR. It is confirmed that no penalties were imposed or strictures were passed against your Company by SEBI, Stock Exchanges or statutory authorities. The Company has complied with and adopted the mandatory requirements of the Corporate Governance Code.

**d. Reconciliation of Share Capital Audit Report :**

A qualified Practicing Company Secretary (PCS) carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The Audit Report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

**e. Internal Control System**

The Internal Control System of the Company is aimed at proper utilization and safeguarding of the Company's resources and to promote operational efficiency. The findings of the Internal Audit and consequent corrective actions initiated and implemented from time to time are appraised to Audit Committee, as deems appropriate by Board. The Audit Committee vouch for such findings and the adequacy of the Internal Control System. The Board has established a risk assessment and minimization procedure which is reviewed by the Board periodically. There is a structure in place to identify and mitigate various identifiable risks faced by the Company from time to time.

**f. Code of Conduct :**

The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended March 31, 2016. The Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. All Directors and Senior Management personnel of the Company have affirmed compliance with the Code. A declaration signed by Managing Director to this effect is appended at the end of this Report. These Codes are available on the Company's website, [www.kalindee.net](http://www.kalindee.net) and the link for the same is <http://kalindee.net/media/573c4d65a451d.pdf>

**9. Means of Communication**

The Quarterly, Half – Yearly and the Annual Financial Results of the Company as taken on record and approved respectively by the Board of Directors of the Company are published generally in one “National newspaper” in English language and one “Regional newspaper” in Hindi. It is also sent immediately to all the Stock Exchanges with which the Shares of the Company are listed. These results are also displayed on Company's website, [www.kalindee.net](http://www.kalindee.net).

## 10. GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting
  - Date and Time : 30th September, 2016 at 11.00 AM.
  - Venue : Saras Garden, Mukhmelpur, G.T.Karnal Road  
Near Hanuman Mandir, Delhi- 110036
2. Financial Calender : Held on 23rd July, 2016
  - Un-audited Results for  
Quarter ended on 30 June, 2016

### Tentative and subject to change

- Un-audited Results for  
Quarter ending on 30 September, 2016 : 2nd week of November, 2016
- Un-audited Results for  
Quarter ending on 31st December, 2016 : 2nd week of February, 2017
- Audited Results for  
Quarter ending on 31st March, 2016 : 2nd week of May, 2017
- 3. Date of Book Closure : 24-09-2016 to 30-09-2016 (both days inclusive)
- 4. Registered Office : F - 5, Gautam Nagar, Gulmohar Park Road,  
New Delhi-110 049, India
- 5. Corporate Office : 2nd Floor, Building No. 9A, Cyber City,  
DLF Phase III, Gurgaon- 122002, Haryana
- 6. Listing on Stock Exchanges : 1. BSE Ltd, Mumbai  
2. The National Stock Exchange of India Ltd, Mumbai

Listing fees up to the year ended 31.03.2016 have been paid to all the above mentioned stock exchanges.

7. Stock Code/Symbol:
  - BSE Limited : 522259
  - National Stock Exchange of  
India Limited. : KALINDEE EQ
8. Address of R & T Agent : MCS Share Transfer Agent Limited  
F - 65, 1st Floor, Okhla Industrial Area Phase - I,  
New Delhi- 110 020, India  
E mail: admin@mcsregistrars.com
9. E-mail ID for Investor Grievance : investorgrievance@kalindee.net
10. Stock Market data for the year 2015-16

Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
April, 2015	139.10	113.10	139.10	113.30
May, 2015	125.00	109.00	125.00	108.00
June, 2015	125.00	105.70	125.20	106.20
July, 2015	132.50	111.10	132.50	111.60

August, 2015	116.00	98.90	117.00	96.95
September, 2015	116.90	100.80	117.00	100.20
October, 2015	136.00	113.30	133.80	112.70
November, 2015	152.30	117.10	152.15	121.00
December, 2015	157.00	132.00	169.95	132.00
January, 2016	158.00	121.60	157.80	121.20
February, 2016	152.00	94.30	151.75	94.20
March, 2016	115.60	99.60	115.55	99.65

## 11. EXCHANGE INDICES:

Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
April, 2015	29,094.61	26,897.54	8844.80	8144.75
May, 2015	28,071.16	26,423.99	8489.55	7997.15
June, 2015	27,968.75	26,307.07	8467.15	7940.30
July, 2015	28,578.33	27,416.39	8654.75	8315.40
August, 2015	28,417.59	25,298.42	8621.55	7667.25
September, 2015	26,471.62	24,833.54	8055.00	7539.50
October, 2015	27,618.14	26,168.71	8336.30	7930.65
November, 2015	26,824.30	25,451.42	8116.10	7714.15
December, 2015	26,256.42	24,867.73	7979.30	7551.05
January, 2016	26,197.27	23,839.76	7972.55	7241.50
February, 2016	25,002.32	22,494.61	7600.45	6825.80
March, 2016	25,479.62	23,133.18	7777.60	7035.10

## 12. Share Transfer System

The average time taken for processing and registration of share Transfer requests received is less than 15 days. All dematerialization requests are processed within 15 days.

### 13. Distribution of Shareholding (as at year end i.e. 31st March, 2016)

Range		No. of Folios	% of Folios	No. of shares held	% of Shareholding
1	500	28,403	94.86	27,47,672	16.64
501	1000	853	2.85	6,85,124	4.15
1001	2000	345	1.15	5,27,669	3.20
2001	3000	105	0.35	2,71,113	1.64
3001	4000	51	0.17	1,82,122	1.10
4001	5000	48	0.16	2,25,508	1.37
5001	10000	56	0.19	4,17,284	2.53
10001	50000	63	0.21	13,35,250	8.09
50001	100000	10	0.03	7,53,412	4.56
<b>And above</b>		9	0.03	93,62,443	56.72
		<b>29,943</b>	<b>100.00</b>	<b>165,07,597</b>	<b>100.00</b>

### 14. Category of Shareholders (as at year end i.e. 31 March, 2016)

Category	No. of Shares Held	% of Shareholding
Promoters	70,76,293	42.87
Mutual Fund	11,461	0.07
Bank, financial Institutions, Insurance companies	8,280	0.05
Private corporate Bodies	20,37,774	12.34
FII's	3,31,305	2.01
Indian Public	69,24,694	41.95
NRI / OCBs	1,15,250	0.70
Other(including Employees) / Trust & Foundation	2,540	0.02
<b>Total</b>	<b>165,07,597</b>	<b>100.00</b>

### 15. Dematerialisation of shares and liquidity

The Shares of the Company are in compulsory dematerialized segment and are available for trading system of both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Company has arrangements with both NSDL and the CDSL. The shareholders can get their shares dematerialized with either NSDL or CDSL. As on March 31, 2016 the total percentage of shares of the Company that have been dematerialized upto March 31, 2016 is 97.90%.

**The name and address of the Depositories are as under:**

1. National Securities Depository Limited, Trade World, 4 Floor, Kamala Mills Compound, Senapathi Bapat Marg, Lower Parel, Mumbai-400 013
2. Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, 17 Floor, Dalal Street, Mumbai-400 023.

**16. Share Transfer System**

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. The Executives of the Registrar are empowered to approve transfer of shares and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days. The following compliances pertain to share transfers, grievances, etc.:

- (1) Pursuant to Regulation 7(3) of the SEBI Listing Regulations, certificates are filed with the stock exchanges on half yearly basis by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate share transfer facility.
- (2) Pursuant to Regulation 13(2) of the SEBI Listing Regulations, a statement on pending investor complaints is filed with the stock exchanges and placed before the Board of Directors on a quarterly basis.

**17. Address for correspondence**

Share transfers, dividend payment and all other investor related activities are attended to and processed at the office of its Registrar i.e MCS Share Transfer Agents Limited, Registrar and Share Transfer Agents. Shareholders may lodge the transfer deeds and any other documents, grievances and complaints at their address stated elsewhere in this report.

The Company has an investor relations cell at its Corporate office to deal with the services and complaints of its shareholders at the below stated address:

Kalindee Rail Nirman (Engineers) Limited, 2 Floor , Building No. 9A, Cyber city, DLF Phase III , Gurgaon-122002 Phone: 0124-4674800 Fax : 0124-4674887/ 888  
E-mail: info@kalindee.net, Website: www.kalindee.net

Shareholder correspondence may be directed to the Company Registrar and share transfer agent, whose detail is given as hereunder:

MCS Share Transfer Agent Limited,  
F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020,  
Phone : 011-41406149, Fax : 011-41709881  
E mail : admin@mcsregistrars.com

**18. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on March 31, 2016, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

**19. Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund (“IEPF”):**

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend pertaining to the Company remaining unpaid or unclaimed for period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claims. Members who have not yet encashed their dividend warrant(s) for the financial years 2008-09 and onwards, are requested to make their claims without any delay to the Company's Registrar and Transfer Agent, MCS Share Transfer Agents Limited.

The Company declared dividend 2011 only. As such, the question of complying with the requirements of Section 125 of the Companies Act, 2013 by remitting all amounts due to be credited to the Investor Education & Protection Fund does not arise at this point of time.

**20. Green Initiative**

In support of the “Green Initiative” undertaken by the Ministry of Corporate Affairs, the Company had during the financial year 2015-16 sent various communications including intimation of dividend and Half Yearly Communiqué by email to those shareholders whose email addresses were registered with the depositories or the Registrar and Transfer Agents. All agenda papers for the Board and Committee meetings are disseminated electronically. In line with the SEBI Listing Regulations, the Company has emailed soft copies of its Annual Report to all those shareholders who have registered their email address for the said purpose. We would greatly appreciate and encourage more Members to register their email address with their Depository Participant or the Registrar and Transfer Agent of the Company, to receive soft copies of the Annual Report, Postal Ballot Notices and other information disseminated by the Company, on a real-time basis without any delay.

**21. Plant Location:**

Not Applicable as Company is an Engineering, Procurement Construction (EPC) Company.

**22. Address for correspondence :**

Kalindee Rail Nirman (Engineers) Limited  
 F – 5, Gautam Nagar, Gulmohar Park Road  
 New Delhi 110 049

Telephone	:	011-26857375
e-mail	:	info@kalindee.net
website	:	www.kalindee.net

**By order of the Board of Directors**

**Date : 23.07.2016**  
**Place: Gurgaon**

**Sd/-**  
**Hemant Kumar**  
**Director**

**Sd/-**  
**Sandeep Fuller**  
**Managing Director**