

THE PROCEEDINGS OF 27TH ANNUAL GENERAL MEETING OF KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED HELD ON FRIDAY, SEPTEMBER 30, 2011 AT ROYAL GARDEN, G T KARNAL ROAD, MUKHMEL PUR BANDH, NEAR HANUMAN MANDIR, ALIPUR, DELHI 110 036 AT 11.00 A.M.

The following were present:

Directors :

MR R D SHARMA - CHAIRMAN & MANAGING DIRECTOR

MR ARVIND GEMINI - CFO & WHOLE TIME DIRECTOR

OTHERS:-

MR A P VERMA - GM (FINANCE)

MR ANIL SHARMA - COMPANY SECRETARY

MR R K BHAWAN - GM (ACCOUNTS)

MR JATIN GUPTA - SECRETARIAL CONSULTANTS

about 65 members were present in person. No member was present through proxy.

Mr R D Sharma was unanimously elected to be the chairman of the meeting. He took the chair and presided over the meeting. The quorum for the meeting being present, the Chairman called the meeting to order.

He then introduced the persons seated on the dais.

Then he requested Mr. A P Verma to speak about the performance of the Company on which Mr. Verma delivered a brief speech on the working of the company during the year 2010-11.

With the consent of the members present, the notice convening the meeting, the explanatory statement and the Directors Report, having already been circulated to the members, were taken as read.

/The Auditors' report was read out by the Company Secretary Mr Anil Sharma, at the instance of the Chairman.

The Register of Directors' shareholding was produced before the meeting and it remained accessible to the members throughout the meeting.

The following resolutions were considered and passed at the meeting.



ORDINARY BUSINESS :

<u>Item No.</u>	<u>Particulars</u>	<u>Status</u>
<u>1.</u>	To consider and adopt the Balance Sheet as at 31 st March, 2011 and profit & loss account for the year ended as on that date together with the reports of the Directors and Auditors thereon	Passed unanimously
<u>2.</u>	To declare dividend on equity shares	Passed unanimously
<u>3.</u>	To appoint Mr. Niraj Kumar Singh whose office was liable to retire by rotation	Passed unanimously
<u>4.</u>	To appoint Mr. Kamal Kishore Agarwal whose office was liable to retire by rotation	Passed unanimously
<u>5.</u>	To appoint Statutory Auditors M/s Amit Goyal & Co., Chartered Accountants, Jaipur as Statutory Auditors of the Company	Passed unanimously

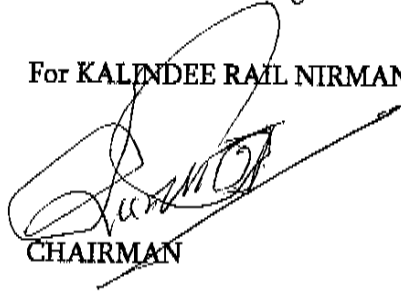
SPECIAL BUSINESS

<u>Item No.</u>	<u>Particulars</u>	<u>Status</u>
<u>1.</u>	<u>To appoint Mr. Mahender Kumar Khanna as Independent director whose office shall be determined for liable by rotation</u>	Passed unanimously



Thereafter the meeting was terminated with a vote of thanks to the chair.

For KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED



CHAIRMAN

