



THE CENTRAL PROVINCES RAILWAYS COMPANY LIMITED

KILLICK HOUSE, KILLICK ESTATE,
BAJI PASALKAR MARG,
CHANDIVLI, MUMBAI - 400 072.

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**90TH
ANNUAL REPORT
AND
ACCOUNTS 1999-2000**

THE CENTRAL PROVINCES RAILWAYS COMPANY LIMITED

DIRECTORS :

Mr. B. R. Ruia
Chairman

Mr. P. J. Kapadia

Mr. P. F. Nagori

Mr. U. V. Acharya

(The Financial Adviser and Chief Accounts Officer,
Central Rly., Govt. Director)



SECRETARY :

Mr. D. C. Shah

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BANKERS :

Allahabad Bank



ADVOCATES :

Messrs. Little and Co.



AUDITORS :

Messrs. Jagtiani and Naik



REGISTERED OFFICE :

Killick House, Killick Estate, Baji Pasalkar Marg,
Chandivli, Mumbai - 400 072.

NOTICE

Notice is hereby given that the **NINTIETH** Annual General Meeting of **THE CENTRAL PROVINCES RAILWAYS COMPANY LIMITED** will be held on Friday, the 29th September, 2000, at 3.30 p.m., at the Registered Office of the Company, Killick House, Killick Estate, Baji Pasalkar Marg, Chandivli, Mumbai - 400 072, to transact the following business :--

1. To receive and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March, 2000.
2. To Declare a Dividend.
3. To appoint a Director in place of Mr. B. R. Ruia, who retires by rotation and is eligible for reappointment.
4. To appoint Auditors until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

- 5.A. To consider and, if though fit, to pass with or without modifications the following resolution as an ordinary Resolution :

"RESOLVED that the existing authorized capital of the Company of Rs. 2,00,00,000 (Rupees two crores) divided into 2,00,000 (Two lacs) shares of Rs. 100 each be sub-divided into 20,00,000 (Twenty lacs) shares of Rs. 10 each.

RESOLVED FURTHER that the existing share certificates issued to the holders of 94,000 (Ninety-four thousand) fully paid up shares of Rs. 100 each be recalled by the Directors for cancellation and issue of fresh certificates of shares of the denomination of Rs. 10 each fully paid up in lieu thereof."

- B. To consider and, if though fit to pass with or without modiciations the following resolution as an ordinary Resolution :

"RESOLVED that pursuant to Section 16 and other applicable provisions, if any, of the Company's Act, 1956 clause V of the Memorandum of Association of the Company be and is hereby altered by the substitution of the following in place and stead thereof :

'V. The Authorized Share Capital of the Company is Rs, 2,00,00,000 (Rupees Two crores) divided into 20,00,000 (Twenty lacs) shares of Rs. 10 (Rupees Ten) each with the rights, privileges and conditions attaching thereto as provided in the Articles of Association of the Company or the legislative provisions



for the time being in force, with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential deferred qualified or special rights, privileges or conditions as may be determined upon in accordance with the regulations of the Company for the time being and to vary, modify and abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.'

RESOLVED FURTHER that the Board of Directors be and hereby authorized to take such steps as may be necessary or desirable to give effect to this Resolution"

6. To Consider and, if thought fit, to pass with or without modification the following Resolution as a Special Resolution :

RESOLVED that pursuant to the provisions of Section 163 of the Companies Act, 1956, ('the Act'), the Company hereby approved that the Register of Members, the Index of Members, Register and Index of Debentureholders and copies of all the annual returns prepared under Section 159 of the Act together with the copies of certificates and documents required to be annexed thereto under Section 161 of the Act be kept at the office of M/s. Bigshare Services Private Ltd., J/12, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400 072 instead of being kept at the Registered Office of the Company.

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By order of the Board,

For The Central Provinces Railways Company Limited

D. C. Shah
Secretary

REGISTERED OFFICE :

Killick House, Killick Estate,
Baji Pasalkar Marg,
Chandivli, Mumbai - 400 072.

Dated : 25th August, 2000.

NOTES :

- a) A Member entitled to attend and vote is entitled to appoint a proxy and vote instead of himself and the proxy need not be a Member at the Company.
- b) An explanatory statement as required under Section 173 of the Companies Act, 1956 in respect of the Special Business referred to in items 5 and 6 is annexed hereto.
- b) The Register of Members and Share Transfer Books of the Company will be closed from Friday, the 22nd September, 2000, to Friday, the 29th September, 2000, both days inclusive.
- c) The Dividend as recommended by the Board, if sanctioned at the meeting shall be paid within the prescribed time to those members whose names appear on the Register of Members of the Company as on 29th September, 2000.





ANNEXURE TO NOTICE
EXPLANATORY STATEMENT UNDER SECTION 173 OF THE
COMPANIES ACT, 1956.

ITEM NO. 5 :

At present the shares of the Company are of Rs. 100 each. In order to fall in line with the market trend of having shares of the face value of Rs. 10 each it has been felt necessary to sub-divide the Rs. 100 shares into shares of Rs. 10 each.

The authority is sought to be given to the Board of Directors to issue fresh certificates for Equity Shares of Rs. 10 each to the members of the Company in place of the existing certificates for Equity Shares of Rs. 100 each, and for alteration of Clause V of the Memorandum of Association of the Company on account of the sub-division of shares referred to above.

None of the Directors of the Company is concerned or interested in the passing of this Resolution, except to the extent of their shareholdings, if any.

ITEM NO. 6 :

M/s. Bigshare Services Private Ltd. has been appointed as the Registrar and Share Transfer Agent of the Company. Under Section 163 of the Companies Act, 1956 ("the Act") certain documents which are normally required to be kept at the Registered Office of the Company may be kept at any other place if such other place has been approved by a Special Resolution passed by the Company in General Meeting. Approval of the members is sought, in terms of Section 163 of the Act, for the Company's Register of Members, Index of Members, Register and Index of Debentureholders and copies of all the annual returns prepared under Section 159 of the Act together with the copies of certificates and documents required to be annexed thereto under Section 161 of the Act, to be kept at the office of the Registrar and Share Transfer Agent, viz. M/s. Bigshare Services Private Limited, J/12 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400 072.

None of the Directors of the Company is in anyway concerned or interested in the said Special Resolution. The Board commends the Resolution at item No. 6 for acceptance by the Shareholders.

By Order of the Board,

For **The Central Provinces Railways Company Limited**

D. C. Shah
Secretary

REGISTERED OFFICE :

Killick House, Killick Estate,
Baji Pasalkar Marg,
Chandivli, Mumbai - 400 072.

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