

THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED



ANNUAL REPORT

2013-2014

THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED

DIRECTORS:	Mr. Amitkumar Rander- Executive Chairman Mr. Haresh Bhojwani - MD & CEO Mr. Arvind Kumar Gupta- Independent Director Mr. Shivanand Rama Hemmady – Independent Director
BANKERS:	Allahabad Bank Ltd.
AUDITORS:	M/s S.B.JAJOO & CO, Chartered Accountants
REGISTERED OFFICE:	Unit No. B-35, Ganjawala Shopping Center, S. V.P Road, Borivali West, MUMBAI- 400092
R & T AGENTS:	Bigshare Services Pvt. Ltd., E2 &3, Ansa Industrial Estate, Saki-vihar Road, Saki Naka, Andheri (E), Mumbai-400 072. Tele.91-22-28470652 / 40430200 / 28470653. Fax: 91-22-28475207. E-mail: www.bigshareonline.com
Listing	The Bombay Stock Exchange Ltd. (BSE Code:501827)

NOTICE

NOTICE is hereby given that the 104th Annual General Meeting of the members of **THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED** will be held on, the 20th September, 2014 at 10.00 A.M. at The Conference hall 1st Floor, Gokul Anand, Hotel Pvt Ltd, Ashokvan Shivvallabh Road, W.E. Highway, Dahisar (East), Mumbai-400068. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint as a Director in place of Mr. Amitkumar Rander, who retires by rotation, and being eligible, offers himself for reappointment.
3. To re-appoint S.B.JAJOO & CO, Chartered Accountants, Thane as Statutory Auditors of the Company by passing following resolution:

"RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, S.B. Jajoo & Co, Chartered Accountants (Firm Registration No.125915W) whose appointment as been duly approved by the Audit Committee and the Board of Directors in their respective meetings held on 07th August 2014 be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this meeting till the conclusion of the fourth Annual General Meeting, on a remuneration as may be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT appointment of the Auditor shall be subject to the ratification at each Annual General Meeting held after forthcoming annual general meeting

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to file form ADT-1 with the Registrar of Companies with the prescribed time.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Haresh Bhojwani (Din No. 02895523) who was appointed by the Board of Directors of the Company as an Additional Director with effect from 07th August, 2014 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting of the Company and in respect of whom a notice under Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1,00,000/- has been received from a member signifying his intention to propose Mr. Haresh Bhojwani as a candidate for the Office of Director, be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the Director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution.

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT Mr. Shivanand Rama Hemmady (Din No.00838098) who was appointed by the Board of Directors of the Company as an Additional Director with effect from 26th December 2013 pursuant to erstwhile Section 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting of the Company and in respect of whom a notice under Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1,00,000/- has been received from a member signifying his intention to propose Mr. Shivanand Rama Hemmady as a candidate for the Office of Director, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution.

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of section 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Shivanand Rama Hemmady be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152, 164 , 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no. DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8, meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment her number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the director of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DPT-12

with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

7. 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 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Arvind Kumar Gupta be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152, 164, 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8, meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment her number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the director of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the director of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DPT-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

8. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 including any statutory modifications or re-enactments thereof, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 or from any other Body Corporate as defined under Section 2 (11) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate

notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans, bridge loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 5,00,00,000 (Rs. Five Crores only) notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

9. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, is authorized to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of Rs. 5,00,00,000 (Rupees Five Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution."

10. To consider and if thought fit, to pass with or without modifications, the following, resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to appoint Mr. Haresh Bhojwani, as the Whole time Director in the capacity as Managing Director and Chief Executive Officer as Whole time Key Managerial Personnel (KMP) of the Company with effect from 07th August 2014 for a period of 3 years on the terms and conditions contained in the letter of appointment/ memorandum of understanding/appointment agreement, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mr Haresh Bhojwani shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to him by the Board from time to time

RESOLVED FURTHER THAT pursuant to provision of section 196 & 197 of the Act (as amended or re-enacted from time to time) read with Schedule IV, the appointee shall be paid a monthly remuneration of NIL details of which are contained in the letter of appointment, a copy of which is laid and has been initialed by the Chairman for the purpose of identification

RESOLVED FURTHER THAT pursuant to provision of section 170 of the Act (as amended or re-enacted from time to time) read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the director of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provision of section 117, 170 of the Act (as amended or re-enacted from time to time) read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, any of the director of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.

11. To consider and if thought fit, to pass with or without modifications, the following, resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013 (as amended or re-enacted from time to time), existing Articles of Association be replaced with new set of Articles of Association in pursuance to the Table F of the Companies Act 2013 and other provisions as applicable to the Company as laid before the meeting, duly initialed by the Chairman for the purpose of identification be and is here adopted.

RESOLVED FURTHER THAT pursuant to rule no 24 of the Companies (Management and Administration) Rules 2014, any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to this resolution and to do file form no MGT-14 with the Registrar of Companies within the prescribed time and fees.

Registered Office:

Unit No. B-35, Ganjawala Shopping Center,
S.V.P. Road, Borivali West,
MUMBAI- 400092

Dated :07th August 2014

By Order of the Board of Directors

For The Central Province Railways
Company Ltd.

Sd/-

Mr. Amit Kumar Rander

DIRECTOR

DIN: 05311426

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. The instrument appointing proxy should, however, be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
3. The register of members and share transfer books of the company will remain closed from 17th September 2014 to 20th September 2014 (both days inclusive) for the purpose of annual general meeting.
4. Members are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents viz., Bigshare Services Pvt. Ltd., E2 &3, Ansa Industrial Estate, Saki-vihar Road, Saki Naka, Andheri (E), Mumbai-400 072. Tele.91-22-28470652 / 40430200 / 28470653. Fax : 91-22-28475207. E-mail: investor@bigshareonline.com
5. The Equity Shares of the Company are listed on the Bombay Stock Exchange Ltd., Mumbai, Sir. P. J. Towers, Dalal Street, Mumbai. The listing fee upto March 2015 has been paid by the Company. The ISIN No. of the Company is: INE631B01020.
6. As part of the Companies (Management and Administration) Rules, 2014 Companies are allowed to send official documents through electronic mode. We, therefore, appeal to the members to register their name in getting the said documents in electronic mode and to record/ intimate changes therein by sending an email giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at cprclimited@gmail.com
7. Statement to be annexed to the notice calling General Meeting forms part of the notice pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act 2013 dated 12th September 2013.
8. As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Name	Mr. Arvind Gupta	Mr. Haresh Bhojwani	Mr. Shivanand Rama Hemmady
Age	47	62	59
Qualification	Chartered Accountant	LLB	Company Secretary
Nature of Expertise	Account & Finance	Overall guidance in forming business policies	Legal with Secretarial compliance
Name of the Companies in which also holds Directorship	Aroma Dwellings Pvt Ltd Killick Engineering Ltd Vohra Builders Pvt Ltd Killick Shipping Services Ltd Kela devi knowledge Park Ltd Killick nixon limited Shunipta plastocare Pvt Ltd Stallion Investments Pvt Ltd Killick Paints Pvt Ltd Anivrusha Properties Pvt Ltd Sunvilla Infrabuild Pvt Ltd	Sil Business enterprises Ltd Killick Impex Ltd Tribune investments and trading co Pvt Ltd Killick paints Pvt Ltd Killick Air couriers and forwarders Ltd Prime city trading and investments co Pvt Ltd Filtrona india Ltd Dhenu buildcon infra Ltd Millenium caribonum Ltd Lodestar slotted angles Ltd Killick nixon Ltd	Killick guard speciality products Ltd Millenium caribonum Ltd Dhenu buildcon infra Ltd Killick exports Ltd Killick speciality coating Pvt Ltd Prime city capital trust Pvt Ltd Tribune investments and trading co Pvt Ltd Prime city trading and investments co Pvt Ltd Killick financial services Ltd Lodestar slotted angles Ltd Filtrona India Ltd Killick Halco Ltd Cambridge bright wire & computer peripherals Pvt Ltd Kosha investments Ltd Oxford investment and statronery mfrs pvt ltd Sil business enterprises Ltd Killick paints pvt Ltd
Name of the Companies in committees of which also holds Membership/ Chairmanship	N.A	N.A	N.A
Shareholding in the Company	N.A	N.A	N.A

9. E-voting:

9.1 Voting through electronic means:

(i) According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.

(ii) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):

(iii) A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

(iv) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.

(v) The e-Voting shall remain open from 14th September, 2014 (9.00 a.m.) till 16th September, 2014 (6.00 p.m.).

(vi) *E-Voting shall be completed three days prior to the date of Annual General Meeting which is scheduled to be held on 20th September, 2014.

(vii) The Board of Directors at their meeting have appointed Ms. Divya Momaya, Practicing Company Secretary as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.

(viii) Vote once casted by the member cannot be changed/altered.

The instructions for e-voting are as under:

1. Log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" tab.
3. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
4. Now Enter your User ID
5. For CDSL: 16 digits beneficiary ID,
6. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company.
8. Next enter the Image Verification as displayed and Click on Login.
9. 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.