

THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED



ANNUAL REPORT

2014-2015

DIRECTORS:	Mr. Haresh Bhojwani - MD & CEO Mr. Amitkumar Rander Mr. Arvind Kumar Gupta Mr. Shivanand Rama Hemmady Mr. Rupali Kadam
BANKERS:	Allahabad Bank Ltd. Axis 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: investor@bigshareonline.com www.bigshareonline.com
Listing	The Bombay Stock Exchange Ltd. (BSE Code:501827)

NOTICE

NOTICE is hereby given that the 105th Annual General Meeting of the shareholders of the Company will be held on 30th September, 2015 at 10.30 AM at Mangalya Bhavan, Link Road, Off Yogi Nagar, Borivali (West), Mumbai-400092. To transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.
- 2 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Haresh Atmaram Bhojani (DIN: 02895523), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company."

- 3 To ratify the appointment of M/s S.B.JAJOO & CO, Chartered Accountants, as Statutory Auditors of the Company by passing following resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is, hereby, accorded to ratify the appointment of M/s S.B.JAJOO & CO, Chartered Accountants, as the Statutory Auditor of the Company for the financial year ending 31st March, 2016, as made in the 104th Annual General Meeting of the Company held on 20th September, 2014.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass following resolution, with or without modification, as

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Rupali Ganpat Kadam (DIN: 07143284), who was appointed as an Additional Director of the Company by the Board of Directors in the meeting, be and is, hereby, appointed as Independent Director of the Company for the period of 5 years.

RESOLVED FURTHER THAT pursuant to Sections 149, 152, 164, 165, 179 (3) & 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the consent for appointment as Director of the Company given in form DIR-2, along with declaration that she is not disqualified from being appointed as Director in DIR-8, meets the criteria for 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 directorships shall be within the limits prescribed under the Act and disclosure of interest, as laid before the meeting and duly initialled by the Chairman for the purpose of identification, be and is, hereby, taken note of.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is, hereby, authorized to do or delegate the authority to do, all such acts, deeds, things and sign all such documents, drafts, e-forms, as may be deemed necessary to give effect to this resolution.

By Order of the Board of Directors

For The Central Province Railways Co. Ltd

Sd/-

Place: Mumbai

Date: 31st August 2015

Mr. Amit Kumar Rander

(Director)

NOTES:

1. A member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. a person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from 24th September 2015 to 30th September 2015 both days inclusive.
3. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, **Bigshare Services Private Limited, E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai-400072**, and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairman, so as to reach the Registered

Office of the Company at least seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.

6. On dematerialisation of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialised) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.

We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at cprclimited@gmail.com

7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for Attending the meeting.
8. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice hereto.
9. Members are requested to bring their copy of Annual report to the meeting.
10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholder is requested to furnish copy of PAN card at the time of transferring their physical shares.
11. 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 Kumar Gupta	Mr. Amitkumar Rander	Mr. Haresh Atmaram Bhojwani	Mr. Shivanand Rama Hemmady	Ms. Rupali Ganpat Kadam
Age	48 years	30 years	63 years	60 years	29 years
Qualification	Chartered Accountant	B.E & MBA	LLB	Company Secretary	B.com
Nature of Expertise	Account & Finance	Overall Business management	Overall guidance in forming business policies	Legal with Secretarial compliance	Co-Assistance in Account & Finance
No of years of Experience in the industry	22Years	6 years	31 years	29 years	8 years

Name	Mr. Arvind Kumar Gupta	Mr. Amitkumar Rander	Mr. Haresh Atmaram Bhojwani	Mr. Shivanand Rama Hemmady	Ms. Rupali Ganpat Kadam
Name of the Companies in which also holds Directorship	As per Details 1 (below table)	1)Rander Infra Limited 2) JSB Homes LLP	As per Details 2 (below table)	As per Details 3 (below table)	1) Killick Nixon Limited
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil	Nil	Nil	Nil	
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil
Details – 1	1)Aroma Dwellings Pvt Ltd , 2) Killick Engineering Ltd, 3) Vohra Builders Pvt Ltd, 4) Killick Shipping Services Ltd, 5) Kela devi knowledge Park Ltd, 6) Killick ixon limited, 7) Killick Air Couriers & Forwarders Limited, 8) Stallion Investments Pvt Ltd, 9) Marathon Trading And Investment Private Limited, 10) Anivrusha Properties Pvt Ltd, 11) Sunvilla Infrabuild Pvt Ltd .				
Details – 2	1) Sil Business enterprises Ltd, 2) Killick Impex Ltd, 3) Killick Air couriers and forwarders Ltd, 4) Prime city trading and investments co Pvt Ltd, 5) Filtrona india Ltd,6) Millenium caribonum Ltd, 7) Lodestar slotted angles Ltd, 8) Killick nixon Ltd.				
Details – 3	1) Dhenu buildcon infra Ltd, 2) Killick exports Ltd, 3) Killick speciality coating Pvt Ltd, 4) Prime city capital trust Pvt Ltd, 5) Tribune investments and trading co pvt Ltd, 6) Prime city trading and investments co pvt ltd, 7) Killick financial services Ltd, 8) Lodestar slotted angles Ltd, 9) Filtrona India Ltd, 10) Killick Halco Ltd, 11) Cambridge bright wire & computer peripherals Pvt Ltd, 12) Kosha investments Ltd, 13) Oxford investment and statronery mfrs pvt ltd, 14) Sil business enterprises Ltd, 15) Killick paints pvt ltd, 16) Killick Power Limited, 17) Marathorn Investments Ltd, 18) Galactica Investments Ltd, 19) Montblance Investments Limited, 20) Fircrest Investments Pvt Limited 21) Johnson Polymers (India) P Ltd .				

E voting:

1. 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.
2. 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 (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
3. 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.
4. 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.
5. The e-Voting shall remain open from 27th September 2015, 9.A.M till 29th September 2015, 5 P.M.
6. *E-Voting shall be completed three days prior to the date of Annual General Meeting which is scheduled to be held on 30th September, 2015.
7. The Board of Directors at their meeting have appointed Mr. Harsh Vijay Gor, Proprietor of H V Gor & Co, Practicing Company Secretaries 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.
8. Vote once casted by the member cannot be changed/ altered.

Process of E voting:

1. The voting period begins on 27th September 2015, 9 A.M and ends on 29th September 2015. 5 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) of 23rd September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com
4. Click on "Shareholders" tab.
5. 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.
6. Next enter the Image Verification as displayed and Click on Login.
 7. 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.
 8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. 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
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant The Central Province Railways Company Limited on which you choose to vote.

13. 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.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. 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.
19. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit 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 they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
20. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 4

Ms. Rupali Ganpat Kadam (DIN: 07143284) was appointed as Independent Director in the meeting of Board of Directors on 30th March, 2015 for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Ms. Rupali Ganpat Kadam (DIN: 07143284) as the qualified candidate for the post of Director and Independent Director and has recommended her appointment to the Board of Directors. The Board of Directors recommends to appoint Ms. Rupali Ganpat Kadam (DIN: 07143284) as the Director vide Item No. 4. Further, the Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Ms. Rupali Ganpat Kadam, no other director is interested in the resolution.

Registered Office:
Unit No. B-35,
Ganjawala Shopping Center
S.V.P. Road, Borivali West
Mumbai- 400092.

By Order of the Board of Directors
For The Central Province Railways Co.Ltd
Sd/-
Mr. Amit Kumar Rander
(Director)