

THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED



ANNUAL REPORT

2016-2017

DIRECTORS:

Mr. Haresh Bhojwani - MD & CEO
Mr. Amitkumar Rander Up to Nov.2016
Mr. Arvind Kumar Gupta
Mr. Shivanand Rama Hemmady
Mr.Rupali Kadam

BANKERS:

Axis Bank Ltd.
Andhra 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, Mumbi- 400092

R & T AGENTS:

Bigshare Services Pvt. Ltd.,
1st Floor, Bharat Tin, works building ,Opp.vasant
oasis,makwana Road,marol,Andheri-East,Mumbai-
400059 .
Tel/Fax: 022-262638210/262638200
E-mail: investor@bigshareonline.com
www.bigshareonline.com

Listing

The Bombay Stock Exchange Ltd.
(BSE Code:501827)

NOTICE

NOTICE is hereby given that the 107th Annual General Meeting of the shareholders of the Company will be held on 28th September 2017 at 10.00 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 31st March, 2017 and the Audited Profit and Loss Account of the Company for the period ended on that date, 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 Bhojwani (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, 2018, 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 Section 149 & 152 and all other applicable provisions of Companies Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force, Mr. Amitkumar Rander (DIN: 05311426), who was appointed as Additional Director of the company pursuant to the provisions of Section 161 of companies Act, 2013, on 4th September, 2017 to hold office upto the date of this Annual General meeting and, in respect of whom the Company has received the notice in writing from a member proposing his candidature for the office of the Director with requisite deposit, be and is hereby appointed as Director of Company liable to retire by rotation."

- 5 To consider and if thought fit, to pass following resolution, with or without modification, as SPECIAL RESOLUTION:

Appointment of Mr. Amitkumar Rander (DIN:05311426) as Managing Director of the Company

“RESOLVED THAT subject to the provisions of Section 196, 197 and 203 and all other provisions of Companies Act, 2013 (“The Act”) (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any Authorities, including the Central Government in granting such Approvals, Sanctions and permissions and pursuant to the recommendation of Nomination & Remuneration Committee of the Board, Mr. Amitkumar Rander (DIN: 05311426) who was appointed as Additional Director with effect from 4th September, 2017, be and is hereby appointed as Managing Director of the Company and who shall also assume the office of Whole Time Key Managerial personnel, for a period of three years with effect from 2017 to 2020 on terms and conditions, including the remuneration to be set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (herein after referred to the ‘Board’ which term shall be deemed to include the Nomination & Remuneration Committee of the Board), to alter and vary the terms and conditions of the said appointment and/or the remuneration as it may deem fit and as may be acceptable to Mr. Amitkumar Rander (DIN: 05311426), Subject to the conditions that it shall not exceed the limits specified under Schedule V of the Companies Act, 2013 or any Statutory modification(s) or reenactment(s) thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of Mr. Amitkumar Rander (DIN: 05311426), as Managing Director of the Company, he shall be paid such remuneration, at the same substantial level as specified herein above. However, subject to limit specified in part II, Section 2 of Schedule V of Companies Act, 2013.

By Order of the Board of Directors

For The Central Province Railways Co. Ltd

Sd/-

Place: Mumbai

Date: 04th September 2017

Mr. Haresh Bhojwani

(Din: 02895523)

(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 22nd September 2017 to 28th September 2017 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, **Big share Services Private Limited, 1st Floor, Bharat Tin, works building, Opp.vasant oasis, makwana Road, marol, Andheri-East, Mumbai-400059** 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 dematerialization of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialized) 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. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in

- Eelectronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
9. Members holding shares in physical form are requested to consider converting their shareholdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agent for assistance in this regard.
 10. Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode. Members may note that this Annual Report will also be available on the Company's website viz. www.thecentralprovincerailways.com.
 11. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
 12. 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.
 13. The particulars of Directors who are seeking appointment/ reappointment are given below:

Name	Mr. Haresh Bhojwani	Mr. Amitkumar Rander
Age	65 Years	32 Years
Qualification	LLB	B.E & MBA
Nature of Expertise	Overall guidance in forming business polices	Overall Business management
No of years of Experience in the industry	34 Years	8 Years
Name of the Companies in which also holds Directorship	1) Sil Business enterprises Ltd 2) Killick Impex Ltd, 3) Killick Air couriers and forwardersLtd, 4) Prime city trading and investments co Pvt Ltd, 5) Filtrona india Ltd, 6) Milleniumcaribonum Ltd, 7) Lodestar slotted angles Ltd, 8) Killick nixon Ltd.	1)Bhutra Finance And Trading Private Limited 2)Rander Infra Limited 3) JSB Homes LLP
Name of the Companies in committees of which also holds Membership/ Chairmanship	NIL	NIL
Shareholding in the Company	NIL	NIL

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 (AGM) 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 25th September 2017, 9.A.M till 27th September 2017, 5 P.M.
6. *E-Voting shall be completed one day prior to the date of Annual General Meeting which is scheduled to be held on 28th September 2017.
7. The Board of Directors at their meeting have appointed Mr. Harsh Vijay Gor, Partner 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:

9. The voting period begins on 25th September 2017, 9.A.M till 27th September 2017, 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 21st September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
1. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
2. The shareholders should log on to the e-voting website www.evotingindia.com
3. Click on "Shareholders" tab.
4. 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.

5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. 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.
Dividend Bank Details# OR Date of Birth DOB#	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</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).

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

14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. 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.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively Please follow the instructions as prompted by the mobile app while voting on your mobile
19. Note for non- Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
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

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

By Order of the Board of Directors
For The Central Province Railways Co.Ltd
Sd/-
Mr. Haresh Bhojwani
(Director)
(Din: 02895523)

Place: Mumbai
Date: 04th September 2017

STATEMENT ANNEXED TO THE NOTICE

(Pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification Of Companies Act 2013 dated 12th September 2013.)

Item No- 4 & 5

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act, appointed Mr. Amitkumar Rander (DIN: 05311426) as an Additional Director of the company with effect from 4th September, 2017. Further, in provisions of Section 161 of the Act, Mr. Amitkumar Rander (DIN: 05311426) would hold the office upto the date of the ensuing Annual General Meeting.

Further, the Board of Directors of your Company after considering qualifications, experience, over-all industry exposure & responsibilities to be undertaken by Mr. Amitkumar Rander (DIN: 05311426) has thought fit to appoint Mr. Amitkumar Rander (DIN: 05311426) as Managing Director of the Company and who shall also assume the office of Whole Time Key Managerial personnel, for a period of three years with effect from 2017 to 2020.

The terms and remuneration payable to Mr. Amitkumar Rander (DIN: 05311426), Managing Director is Rs1,20,000 per annum.

Other Perquisites

1. Gratuity payable in accordance with the rules of the Company or as per the Gratuity Act amended from time to time, and the value of such benefits shall not be included in the computation of the limits for the remuneration or perquisites.
2. Reimbursement of all entertainment and travelling and out of pocket expenses actually and properly incurred for the business purpose of the Company.

Other Terms

1. The Managing Director shall not be entitled to receive the Directors sitting fess for attending the meetings of the Board of Directors or any committee thereof as appointed by the Board or under any statute.
2. The Pecuniary relationship of the Managing Director is to the extent of the transactions being carried out with related parties in the ordinary course of business.

Pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the Remuneration payable to Mr. Amitkumar Rander (DIN: 05311426), Managing Director of the Company is placed before the members in the 107th Annual General Meeting of the Company for seeking approval. Your Directors recommend the Resolution at Item Nos. 4 & 5 as Ordinary Resolution for approval of members. Apart from Mr. Amitkumar Rander (DIN: 05311426), Managing Director, who would be interested in his appointment and remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, deemed to be concerned or interested in Resolution Nos. 4 & 5 of the Notice.