

THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED



ANNUAL REPORT

2017-2018

DIRECTORS:

Mr. Haresh Bhojwani - MD & CEO
Mr. Amitkumar Rander
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, Mumbai- 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 108th Annual General Meeting of the shareholders of the Company will be held on 28th September 2018 at 12.00 P.M 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, 2018 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. Amitkumar Rander (DIN:05311426), 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."

SPECIAL BUSINESS

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

- 3 To appoint M/s. Jain Anil and Associates, Chartered Accountants, as Auditors of the Company in place of M/s S.B.Jajoo & Co who have expressed their unwillingness to get re-appointed 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, M/s. Jain Anil and Associates, Chartered Accountants in place of M/s S.B.Jajoo & Co, Chartered Accountants who have expressed their unwillingness to get re-appointed. Appointment of M/s. Jain Anil and Associates been duly approved by the Audit Committee and the Board of Directors in their respective meetings held on 05th August, 2018 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 108th Annual General Meeting of the Company (Subject to ratification by the members at every Annual General Meeting), on a remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit Committee.

By Order of the Board of Directors

For The Central Province Railways Co. Ltd

Sd/-

Mr. Haresh Bhojwani
(Din: 02895523)
(Director)

Place: Mumbai
Date: 05th September 2018

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 2018 to 28th September 2018 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, 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 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. 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 electronic 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. Electronic copy of the Annual Report 2017-18 is being sent to those Members whose e-mail addresses are registered with the Company / 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. Amitkumar Rander |
| Age | 33 Years |
| Qualification | B.E & MBA |
| Nature of Expertise | Overall Business management |
| No of years of Experience in the industry | 9 years |
| Name of the Companies in which also holds Directorship | 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 |
| Shareholding in the Company | 50,000 shares |

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 2018, 9.A.M till 27th September 2018, 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 2018.
7. The Board of Directors at their meeting have appointed Mr. Jinendra Kumar jain, 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 2018, 9.A.M till 27th September 2018, 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 2018 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded 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

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: 05th September 2018

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- 3

M/s S.B.Jajoo & Co, Chartered Accountants, have tendered their resignation on 05th September , 2018 from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139 (8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in General Meeting. Board proposes that M/s Jain Anil & Associates, Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the Casual vacancy caused by the resignation of M/s S.B.Jajoo & Co., Chartered Accountants. M/s Jain Anil & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a Confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

DIRECTORS' REPORT**1. INTRODUCTION**

Your Directors are elated in presenting the 108th Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2018.

2. FINANCIAL RESULTS**(Amount in Rs)**

| Particulars | Current Financial Year (2017-2018) | Previous Financial Year (2016-2017) |
|--|---|--|
| Net Profit/(Loss)Before Depreciation and Tax | (7,59,203) | (9,51,384) |
| Depreciation | Nil | Nil |
| Profit /(Loss) before Tax | (7,59,203) | (9,51,384) |
| Provision for Tax | Nil | Nil |
| Profit/ (loss) after Tax | (7,59,203) | (9,51,384) |
| Balance Brought forward | (90,40,197) | (80,88,814) |
| Adjusted against capital reduction | 0.00 | 0.00 |
| Balance carried to Balance Sheet | (97,99,400) | (90,40,197) |

3. OPERATION DURING THE YEAR

The Central Railway had demanded a sum of Rs.18.72 Crores in December 2002 towards repairs, rehabilitation, renewals and replacements of the railway assets. During the year also the dispute remains unresolved.

The Company has disowned the liability on the ground that these liabilities being in the nature of replacement are to be borne by the Central Railway, as per the Contracts. But in spite of disowning the liability by your Company, the Central Railway has adjusted an amount of Rs.2,30,12,005/- being the railway earnings of your Company for the period from October, 2002 to 31st March, 2018. Hence, your Company thought it proper and as an abundant caution and not to harm the interest of shareholders of the Company and therefore decided not to include the said Income from railways amounting to Rs.6,64,703/- in the Accounts for the year ended 31st March, 2018.

4. SHARE CAPITAL:

There is no change during the year under review.

5. DEPOSITORY SYSTEM:

The equity shares of the Company are available for dematerialization through Depository participants, on both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

6. DIVIDEND:

Considering the loss for the year under review, your Directors do not recommend any dividend for the year ended 31st March, 2018.