

## **NOTICE**

NOTICE is hereby given that the 20th Annual General Meeting of Chokhani Global Express Limited will be held on Friday, the 30th day of September, 2011 at 1, DSIDC Complex, Okhla Industrial Area, Phase-I, New Delhi-110 020 at 12 noon to transact the following business:

### **ORDINARY BUSINESS :**

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the period ended as on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. K. N. Bagla, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors and to fix their remuneration.

### **SPECIAL BUSINESS:**

4. To pass the following resolution, with or without modification(s), as an **Ordinary Resolution:-**  
**"RESOLVED THAT** Sh. Naresh Kumar Tulshan be and is hereby appointed as a Director of Chokhani Global Express Limited."

**By order of the Board of Directors**

Sd/-

Place : New Delhi  
Date : 30/07/2011

**SATENDRA SINGH**  
**DIRECTOR**  
DIN-001289650

### **NOTES:**

- (a) ***A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy to be effective must be deposited at the Registered Office of the Company duly completed, not less than 48 (forty-eight) hours before the commencement of the meeting.***

- (b) Members / Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
- (c) The Register of Members and Share Transfer Books of the company will remain closed from 23rd September, 2011 to 30th September, 2011 (both days inclusive).
- (d) Members are requested to communicate change of address, if any.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

#### **Item No. 4**

Due to sudden demise of Sh. B. P. Hazarika, Director, Sh. Naresh Kumar Tulshan was appointed by the Board as Additional Director on 5th March, 2011 in terms of Section 260 of the Companies Act, 1956. Sh. Naresh Kumar Tulshan will hold the office of Director up to the date of the 20th Annual General Meeting.

A notice U/s 257 of the Companies Act, 1956 along with a requisite deposit has been received from a member signifying the intention about the reappointment of Sh. Naresh Kumar Tulshan as Director on the Board of the Company. Board is also of the considered view that his appointment as an Independent Director on the Board will be of immense benefit to the Company.

Sh. Naresh Kumar Tulshan is a Commerce Graduate and having vast experience of more than 40 years in the field of business administration and Export/Import.

Except Sh. Naresh Kumar Tulshan, none of the Directors are in any way concerned or interested in this resolution.

## **DIRECTORS' REPORT**

To

The Members,

Your Directors have pleasure in presenting the 20th Annual Report and the Audited Accounts for the year ended 31st March, 2011.

### **FINANCIAL RESULTS :**

During the year (2010-11) under review, Company has net profit of Rs. 3.78 Lakhs as against profit of Rs. 11.08 Lakhs in the previous year (2009-10).

### **OPERATION :**

During the year under review, the Company has earned an income of Rs. Six Lacs (as retainer-ship fee) In the prevalent circumstances, market scenario and lack of adequate resources, the Company is presently unable to undertake any business activity.

### **DIVIDEND :**

Since there are no adequate distributable profits, your Directors are not in a position to recommend any dividend.

### **DIRECTORS :**

Due to sudden demise of Sh. B. P. Hazarika, Director, Sh. Naresh Kumar Tulshan was appointed by the Board as Additional Director in terms of section 260 of the Companies Act, 1956, who shall be holding the office up to the conclusion of the 20th Annual general Meeting. As per the provisions of Section 257 of the Companies Act, 1956 notice for the appointment of Sh. Naresh Kumar Tulshan has been received by the Company from a member of the Company for his appointment.

Shri. K. N. Bagla, Director is to retire by rotation 20th Annual General Meeting and being eligible offers himself for re-appointment.

Brief resume of the above retiring Director, nature of his expertise in specific functional areas and names of companies in which he holds the other directorships, as required by clause 49 of the Listing Agreement with the stock exchanges, are given in the section on Corporate Governance elsewhere in this Annual Report.

### **FIXED DEPOSITS:**

Your Company has not invited / accepted any Fixed Deposits as stipulated under Section 58A of the Companies Act, 1956. No information need to be furnished in respect of deposits.

### **AUDITORS:**

M/s I. K. Harlalka & Co., Chartered Accountants, Auditors of your Company will retire as Auditors of the Company at the conclusion of the 20th Annual General Meeting and being eligible offer themselves for the reappointment.

### **AUDITORS' REPORT**

Auditors' observation is self explanatory and is suitably explained in the Notes to the Accounts.

### **LISTING OF SECURITIES:**

Presently, the Securities of the Company are listed on Stock Exchanges at Bombay and Madras. For delisting of securities from Madras Stock Exchange, pursuant to Special Resolution passed by the members of the Company, the Company had filed application with Madras Stock Exchange, which is still pending.

### **SHARE TRANSFER SYSTEM:**

M/s Beetal Financial & Computer Services (P) Limited engaged by the Company are acting as Registrar and Share Transfer Agents of the Company. Transfers, Transmission etc. of shares are approved by the Shareholders/ Investors Grievance Committee of Directors which meets at a regular interval.

**PARTICULARS OF EMPLOYEES:**

No employee of the Company is in receipt of excess remuneration of the limits as stipulated under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

**CORPORATE GOVERNANCE - CLAUSE 49 OF THE LISTING AGREEMENT :**

In compliance with Clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance along with Auditors certificate regarding compliance of Corporate Governance as stipulated under Clause 49 of the Listing Agreement and Management Discussion and Analysis are annexed as a part of Annual Report.

**SECRETARIAL COMPLIANCE CERTIFICATE**

Secretarial Compliance Certificate pursuant to section 383A of the Companies Act, 1956 issued by Sudhir Arya & Associates, Company Secretaries is annexed herewith.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

As stipulated under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, information is enclosed.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In order to comply with Section 217 (2AA) of the Companies Act, 1956 relating to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of final accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departure;
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the affairs of the Company at the end of the financial year and the profit or loss of the Company for the year under review;
- (iii) That the Directors had taken care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) That the Directors had prepared the Annual Accounts on a going concern basis.

**ACKNOWLEDGEMENT :**

Your Directors take this opportunity to thank the shareholders, bankers, and all concerned authorities for their timely cooperation and supports.

**For and on behalf of the Board of Directors**

Place : New Delhi  
Date : 30/07/2011

**N. K. Tulshan**  
**CHAIRMAN**

## **ANNEXURE TO DIRECTORS' REPORT**

Information as per section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 forming part of the Directors' Report for the year ended on 31st March, 2011.

### **I. CONSERVATION OF ENERGY :**

Since Chokhani Global Express Limited is a labour oriented industry, provisions relating to Conservation of Energy are not applicable.

### **II. TECHNOLOGY ABSORPTION :**

Efforts made in technology absorption as per form B of the annexure to the rules.

1.	Research & Development:-	2010-11	2009-10
a)	Specific areas in which R & D carried out by the company	- Nil	Nil
b)	Benefits derived as a result of the above R & D	- Nil	Nil
c)	Future plan of action	- Nil	Nil
d)	Expenditure on R & D	- Nil	Nil

2. No Technology was imported or purchased during the year.

### **III. FOREIGN EXCHANGE EARNINGS & OUTGO :**

a)	Activities relating to exports, initiative taken to increase exports, development of new export market for products and services and exports plan.	Nil	NIL
b)	Total Foreign Exchange used and earned including as supporting manufacturer		
	Used	Nil	NIL
	Earned	Nil	NIL

### **IV. INFORMATION REGARDING TECHNOLOGY IMPORTED DURING THE LAST FIVE YEARS:**

Nil NIL

**SECRETARIAL COMPLIANCE CERTIFICATE**

To  
The Members  
**M/s CHOKHANI GLOBAL EXPRESS LIMITED.**  
D-3/2, Okhla Industrial Area,  
Phase II, New Delhi 110020

**CIN : L64120DL1991PLC045172**  
**Nominal Capital : Rs. 90,000,000/-**  
**Paid-up Capital : Rs. 39,179,000/-**

Sir/ Madam,

We have examined the Registers, Records, Books and Papers of M/S CHOKHANI GLOBAL EXPRESS LIMITED as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on 31st March 2011. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of aforesaid financial year:

1. As per the information & explanation provided to us, the Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and Rules made there under and all entries therein have been duly recorded.
2. As per the information & explanation provided to us, the Company has duly filled the forms and returns as stated in Annexure 'B' to this Certificate with the Registrar of Companies, Regional Director, Company Law Board, Central Government or other Authorities under the Act and the rules made there under.
3. The company being a public limited Company, hence no comment is required regarding the number of members.
4. As per the information & explanation provided to us, the Board of Directors duly met four times respectively on 27th April, 2010, 30th July, 2010, 29th October, 2010 and 31st January, 2011 in respect of which proper notices were given and the proceedings were properly recorded in the Minutes book and signed.
5. As per the information & explanation provided to us, the Company has closed its Register of Members from 24th September 2010 to 30th September 2010, during the financial year and necessary compliance with Section 154 of the Act has been made.
6. As per the information & explanation provided to us, the Annual General Meeting for the financial year ended on 31st March 2010 was held on 30th September 2010 after giving due notices to the Members of the Company and the resolution passed thereat were duly recorded in minutes book maintained for the purpose.
7. As per the information & explanation provided to us, No extra ordinary General Meeting was held during the year.
8. As per the information & explanation provided to us, the company has not advanced any Loan to its Directors or other persons or firm or companies referred under Section 295 of this Act.
9. As per the information & explanation provided to us, the Company has not entered into any Contracts falling within the preview of Section 297 of the Act during the year.
10. As per the information & explanation provided to us, the Company was not required to make any entries in the register maintained under Section 301 of the Act.

**CHOKHANI GLOBAL EXPRESS LIMITED**

---

11. As per the information & explanation provided to us, there were no instances falling within the preview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or the Central Government.
12. As per the information & explanation provided to us, the Company has not issued any Duplicate Share Certificates during the Financial Year.
13. As per the information & explanation provided to us, the Company has:
  - (a) delivered all the certificates on lodgment thereof for transfer or transmission of equity shares in accordance with the provisions of the Act and there were no allotments of equity shares during the year.
  - (b) not deposited any amount in a separate bank account as no dividend was declared during the financial year.
  - (c) the Company was not required to post warrant to any member of the Company as no dividend was declared during the financial year.
  - (d) the Company was not required to deposit amount of unpaid or unclaimed dividend in the unpaid or unclaimed dividend account since the company has not declared any dividend during the financial year.
  - (e) the company has duly complied with the requirements of Section 217 of the Act.
14. As per the information & explanation provided to us, the Board of Directors of the Company is duly constituted and there were appointment Mr. Naresh Kumar Tulshan as Independent Director and Mr. Badri Prasad Hazarika cease from Directorship during the financial year.
15. As per the information & explanation provided to us, the Company has not appointed any Managing/ whole time Director during the year.
16. As per the information & explanation provided to us, the Company has not appointed any sole selling agents during the financial year.
17. As per the information & explanation provided to us, the Company has not obtained any approval of the Central Government, Company Law Board, Regional Directors, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.
18. As per the information & explanation provided to us, the Directors have disclosed their interest in other firms / Companies to the Board of Directors pursuant to the provisions of Section 299 of the Act and the rules made there under.
19. As per the information & explanation provided to us, the Company has not issued any shares/ debentures or any other securities during the financial year and complied with the provisions of the Act.
20. As per the information & explanation provided to us, the Company has not bought back any shares during the financial year.
21. As per the information & explanation provided to us, there was no redemption of preference shares or debentures during the financial year.
22. As per the information & explanation provided to us, there were no transactions necessitating the company to keep in abeyance the right to dividend, Right shares and Bonus Shares pending registration of transfer of shares.

**CHOKHANI GLOBAL EXPRESS LIMITED**

---

23. As per the information & explanation provided to us, the Company has not invited/accepted any deposits including any unsecured loans falling within the preview of Section 58A during the financial year.
24. As per the information & explanation provided to us, the Company has not made any borrowings during the financial year ended 31st March 2011.
25. As per the information & explanation provided to us, the Company has not made any Loan or advances or given guarantee or provided securities to other bodies Corporate and consequently no entry have been made in the register kept for the purpose during the financial year.
26. As per the information & explanation provided to us, the Company has not altered the provisions of the Memorandum with respect to the Situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. As per the information & explanation provided to us, the Company has not altered the provisions of the Memorandum with respect to the Objects of the Company during the year under scrutiny.
28. As per the information & explanation provided to us, the Company has not altered the provisions of the Memorandum with respect to the Name of the Company during the year under scrutiny.
29. As per the information & explanation provided to us, the Company has not altered the provisions of the Memorandum with respect to the Share Capital of the Company during the year under scrutiny.
30. As per the information & explanation provided to us, the Company has not altered its Articles of Association during the Financial Year.
31. As per the information & explanation provided to us, there was / were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
32. As per the information & explanation provided to us, the Company has not received any money as security from its employees during the Financial Year.
33. As per the information & explanation provided to us, the Company has not constituted a separate provident fund trust for its employees or class of its employees as contemplated under Section 418 of the Act

For **SUDHIR ARYA & ASSOCIATES.**  
(Company Secretaries)

Sd/-  
(**SUDHIR KUMAR ARYA**)  
C.P. No. 8391.

Place: Delhi.  
Date: 29.04.2011.

**Annexure-‘A’****Registers as maintained by the Company**

1. Register of Members u/s 150.
2. Copies of Annual Return u/s 163.
3. Minutes Book of Meetings u/s 193.
4. Minutes Book of Meeting of shareholders u/s 193
5. Books of Accounts u/s 209.
6. Register of Directors, Managing Director, Manager and Secretary u/s 303.
7. Registers of Directors Shareholding u/s 307.
8. Attendance registers of Board as well as Members meetings.

**Annexure-‘B’**

**According to the Record shown by the Company and information available on the MCA website, the following Forms and Returns are filed by the Company with Registrar of Companies, NCT of Delhi & Haryana during the financial year ending on 31st March, 2011.**

<b>S. No.</b>	<b>Form No./ Documents</b>	<b>File under Section</b>	<b>Date of Documents</b>	<b>Date of filing</b>	<b>Whether filed within prescribed time Yes/No</b>	<b>If delay Filing whether requisite additional fee paid</b>
1.	Form 66	383A	30/09/2010	12/10/2010	Yes	File within time
2.	Form 20B	159	30/09/2010	25/10/2010	Yes	File within time
3.	Form 23AC	220	30/09/2010	25/10/2010	Yes	File within time
4.	Form 23ACA	220	30/09/2010	25/10/2010	Yes	File within time
5.	Form 32	303	04/03/2011	20/03/2011	Yes	File within time

**For SUDHIR ARYA & ASSOCIATES.  
(Company Secretaries)**

Sd/-  
**(SUDHIR KUMAR  
ARYA)**  
C.P. No. 8391.

Place: Delhi.  
Date: 30/07/2011.



**REPORT ON CORPORATE GOVERNANCE****CORPORATE PHILOSOPHY**

Corporate Governance refers to a set of policies, principles, laws, regulations and procedures etc. Our Company has made the requisite compliances under Corporate Governance. The Company has been regularly disclosing in its Directors' Report the information concerning the performance, prospects and other relevant matters affecting the operations of the Company. As required under Clause 49 of the Listing Agreement with Stock Exchanges, following disclosures are set out towards achievements of good Corporate Governance.

The Company is managed in accordance with most of the requirements prescribed on Corporate Governance. In addition, Shareholders/Investors Grievance Committee and Audit Committee of Directors have been constituted.

**I. BOARD OF DIRECTORS****A) Composition of Board**

The Board of Directors is headed by Non-executive Chairman. Board comprised of Sh. B. P. Hazarika [(Chairman) up to 04-03-2011, Sh. Naresh Kumar Tulshan [(Chairman) w.e.f. 05-03-2011], Sh. K. N. Bagla, and Sh. Satendra Singh, Directors.

Shri K. N. Bagla, Director, who retires by rotation and being eligible offers himself for re-appointment. Shri K. N. Bagla is a Commerce Graduate having more than 20 years experience in the field of Audit, Accounts, Taxation, Finance etc., beside he is also Director in other Company. With his re-appointment, Chokhani Global Express Limited will have his expert opinions, deliberations, advices from time to time, which will have great importance for the Company.

No Directors of the Company are either a member in more than ten committees or Chairman of more than five committees in which they are member.

**B) Number of Board Meetings**

During the year, four Board Meetings were held on 27th April, 2010, 30th July, 2010, 29th October, 2010 and 31st January, 2011. The details of composition of Board, other Directorship and Committees' Chairmanship/Membership of the Committees of the Board and the attendance at the Board Meetings and Annual General Meeting are as under:

S. No.	Name	Category	Attendance					No. of Directorship and Membership/Chairmanship	
			No. of Meetings	AGM	Other Directorship	Committee Membership	Committee Chairmanship		
1.	Sh. B.P. Hazarika	Independent	3	Present	1	4	1		
2.	Sh. K.N. Bagla	Independent	4	Present	3	3	2		
3.	Sh. Satendra Singh	Independent	4	Present	1	4	1		
4.	Sh. Naresh Kumar Tulshan	Independent	1	-	1	4	1		