

22nd
Annual Report
2012 - 2013

CHOKHANI
GLOBAL EXPRESS LIMITED

Board of Directors

Mr. K.N. Bagla
Mr. Satendra Singh
Mr. Naresh Kumar Tulshan

Director
Director
Director

Bankers

Indian Bank
Bank of India

Auditors

M/s I.K. Harlalka & Co.
Chartered Accountants
4279, Gall Bhairon Wali,
Jogiwara, Nai Sadak
Delhi - 110 006

Head Office & Registered Office

Chokhani House
D-3/2, Okhia Industrial Area, Phase-II
New Delhi - 110 020

Registrars & Share Transfer Agents

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor,
99, Madangir, Near Dada Harsukh Das Mandir
New Delhi-110062

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of Chokhani Global Express Limited will be held on Monday, the 30th day of September, 2013 at 1, DSIDC Complex, Okhla Industrial Area, Phase-I, New Delhi-110 020 at 11.30 a.m to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2013 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 Shri N.K Tulshan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors and to fix their remuneration.

By order of the Board of Directors

Sd/-

Place : New Delhi
Date : 31/07/2013

SATENDRA SINGH
DIRECTOR
DIN-01289658

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 27th September, 2013 to 30th September, 2013 (both days inclusive).
- (d) Members are requested to communicate change of address, if any.

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting the 22nd Annual Report and the Audited Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS

During the year (2012-13) under review, Company has net profit of Rs. 3.27 Lakhs as against profit of Rs. 3.51 Lakhs in the previous year (2011-12).

OPERATION

During the year under review, the Company has total Revenue of Rs. Six Lacs two Thousand Five Hundred Nine Only.

DIVIDEND

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

DIRECTORS

Shri N.K Tulshan, Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offer himself for re-appointment as Director of the Company.

FIXED DEPOSITS:

Your Company has not invited / accepted any Fixed Deposits as stipulated under Section 58A of the Companies Act, 1956.

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 22nd 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 N. Agarwal & 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 : 31/07/2013

**N. K. Tulshan
CHAIRMAN**

ANNEXURE TO DIRECTORS' REPORT

Information as per section 217(1) (e) 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, 2013.

A. CONSERVATION OF ENERGY :

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

B. TECHNOLOGY ABSORPTION :

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

1. Research & Development:-

- | | |
|---|-----|
| a) Specific areas in which R & D carried out by the company | Nil |
| b) Benefits derived as a result of the above R & D | Nil |
| c) Future plan of action | Nil |
| d) Expenditure on R & D | Nil |

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

C. 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 |
| b) Total Foreign Exchange used and earned including as supporting manufacturer | |
| Used | Nil |
| Earned | Nil |

D. INFORMATION REGARDING TECHNOLOGY IMPORTED DURING THE LAST FIVE YEARS:

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,

I have examined the registers, records, books and papers of **Chokhani Globai Express Limited** (the Company) 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, 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year.

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time as prescribed under the Act and the rules made there under.
3. The Company being Public Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors have duly met four (4) times on 30.04.2012, 30.07.2012, 29.10.2012 and 30.01.2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 24th September, 2012 to 28th September, 2012 in compliance with the provisions of the Act during the financial year ended as on 31.03.2013.
6. The Annual general meeting of the Company for the financial year ended on 31st March, 2012 was held on 28th September, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were recorded in the Minutes Book maintained for the purpose.
7. No Extra- Ordinary General Meeting held during the financial year ending as on 31.03.2013.
8. The Company has not advanced any loan to its directors or persons or firms or companies referred under section 295 of the Companies Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made the necessary entries in the register maintained under section 301 of the Act.
11. There were no instances falling within the purview of section 314 of the Act. The Company was not required to obtain any approvals from the Board of Directors, members or the Central Government as the case may be.
12. The Board of Directors has not issued any duplicate share certificates during the financial year ended as on 31.03.2013.

13. In relation to the Company:
- (i) The Company has delivered all the certificates on lodgment thereof for transfer and for split of shares in accordance with the provisions of the Act, if any .
 - (ii) As no dividend was declared (including interim dividend) during the financial year ended as on 31.03.2013, the Company has not deposited any amount in a separate bank account.
 - (iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year ended as on 31.03.2013.
 - (iv) The Company has no unpaid dividend lying unclaimed/ unpaid for a period of seven years.
 - (v) The Company has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no change in composition of the Board during the financial year ended as on 31.03.2013
15. The Company has not appointed any Managing director / Whole time Director/ Manager during the financial year ended as on 31.03.2013.
16. The Company has not appointed any sole-selling agents during the financial year ended as on 31.03.2013.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities as prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued equity shares / debentures/ other securities during the financial year ended as on 31.03. 2013.
20. The Company has not bought back any shares during the financial year ended as on 31.03.2013.
21. There was no redemption of preference shares/debentures during the financial year ended as on 31.03.2013.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration for transfer of shares.
23. The Company has not invited / accepted any deposits including unsecured loans falling within the purview of section 58A and section 58AA during the financial year ended as on 31.03.2013.
24. The Company has not made any borrowings during the financial year ended as on 31.03.2013.
25. The Company has not made loans and advances or given guarantees or provided securities to other bodies corporate during the year financial year ended as on 31.03.2013.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the financial year ended as on 31.03.2013.
27. The Company has not altered the provisions of the Memorandum with respect to the Objects of the Company during the financial year ended as on 31.03.2013.

28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the financial year ended as on 31.03.2013.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the financial year ended as on 31.03.2013.
30. The Company has not altered its Article of Association during the financial year ended on 31.03.2013.
31. There were no prosecution initiated against or show cause notices received by the Company during the financial year ended on 31.03.2013, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year ending as on 31.03.2013.
33. The Company has not constituted any provident fund Trust under section 418 of the Companies Act, 1956 and provisions of section 418 are not applicable.

Place: Delhi.
Date: 12.08.2013

**For N.Agarwal & CO.
(Company Secretaries)**

Sd/-
(Nidhi Agarwal)
A.C.S.
C.P. No. 8431