

23rd
Annual Report
2013 - 2014

**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, Gali Bhairon Wali,
Jogiwara, Nai Sadak
Delhi - 110 006

Head Office & Registered Office

Chokhani House
D-3/2, Okhla 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

CHOKHANI GLOBAL EXPRESS LIMITED

CIN : L64120DL1991PLC045172

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of Chokhani Global Express Limited will be held on Tuesday, the 30th day of September, 2014 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, 2014 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 Keshri Nandan Bagla, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the Provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and other rules framed thereunder, as mentioned from time to time M/s B K Shroff & Co. , Chartered Accountant , New Delhi (Firm registration No.302166E) be and is hereby appointed as Auditor of the Company in place of M/s. I.K. Harlalka & Co. Chartered Accountant, the retiring statutory Auditor, to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company in mutual consultation with the Auditors."

By order of the Board of Directors

Place : New Delhi

SATENDRA SINGH

Date : 30/07/2014

DIRECTOR

DIN-01289658

NOTES:

1. ***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. In order to be effective, the proxy form duly completed and signed should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the Annual General Meeting.***
2. Members / Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
3. The Register of Members and Shares transfer Books of the Company will be closed from 21st September, 2014 to 30th September, 2014 (both

days inclusive). Members are requested to communicate change of address, if any.

4. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
5. Brief resume of Directors re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
6. Members are also requested to register and update their e-mail address with the Company in order to receive various documents through electronic mode.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, during business hours up to the date of the Meeting.
9. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday 20th September, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. **The e-voting period will commence at 9.00 a.m. on 21st September, 2014, and will end at 5.00 p.m. on, 23rd September, 2014.** The Company has appointed Mr. Vishal Lochan of M/s Vishal & Associates, Company Secretaries in whole time practice, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

CHOKHANI GLOBAL EXPRESS LIMITED

PROCEDURE FOR E-VOTING

- i. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instruction for receiving E-voting are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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 existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN implies issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN requested to use the first two letters 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 100 then you enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. a. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins at 9.00 a.m. on Sunday, 21st September, 2014 and will end at 5.00 p.m. on Wednesday, 23rd September, 2014. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

- II. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
11. Members holding shares in physical form are requested to forward all applications for transfers and all other shares-related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Beetal Financial & Computer Services P Ltd. (the RTA).

Explanatory Statement Pursuant to section 102(1) of the Companies Act, 2013

ITEM NO. 3

The Company had received Special Notice dated 29th July, 2014 under Section 140(4) read with 115 of the Companies Act, 2013 from Sugan TMT Industries Ltd. as a Member of the Company recommending appointment of M/s. B. K. Shroff & Co. Chartered Accountants, New Delhi as Statutory Auditors in place of M/s. I. K. Harlalka & Co., Chartered Accountants, New Delhi, the retiring Statutory Auditors.

In view of the same, the Board at its meeting held on 30th July 2014, on the recommendation of Audit Committee, proposed the appointment of M/S B.K. Shroff & Co., (FRN 302166E), Chartered Accountants, New Delhi, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General until the conclusion of next Annual General Meeting. The Company has received a certificate from the proposed Auditors to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the rules made thereunder, as may be applicable.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting the 23rd Annual Report and the Audited Accounts for the year ended 31st March 2014.

FINANCIAL RESULTS

During the year (2013-14) under review, Company has net profit of Rs. 2.25 Lakhs as against profit of Rs. 3.27 Lakhs in the previous year (2012-13).

OPERATION

During the year under review, the Company has total Revenue of Rs. 6,04,941/- (Rs. Six Lakh Four Thousand Nine Hundred Forty One Only).

DIVIDEND

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

DIRECTORS

Shri Keshri Nandan Bagla, (DIN-00173718) 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, Chartered Accountants, Auditors of the Company is retiring at the conclusion of the 23rd Annual General Meeting. And special Notice has been received from the M/s Sukan TMT Industries Limited, as a member of the Company, proposing a resolution at the forthcoming Annual general Meeting for

the appointment of B K Shroff & Co., New Delhi, Statutory Auditor of the Company in place of M/s I.K. Harlalka & Co.

A resolution proposing appointment of M/s B.K. Shroff & Co. (FRN 302166E) as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 forms part of the Notice. The Company has received a Certificate from the proposed Auditors to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the rules made there under, as may be applicable.

M/s I.K. Harlalka & Co., Chartered Accountant, New Delhi, over many years, have Successfully met the challenge that the size and scale of The Company Company's operations pose auditors and have maintained the highest level of governance, rigour and quality of their Audit. The Board place on record its appreciation for the services rendered by the M/s Doogar & Associates as a Statutory Auditor of the Company.

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

Place: New Delhi
Date: 30/07/2014

N. K. Tulshan
Chairman
00349554

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, 2014.

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

Nil

COMPLIANCE CERTIFICATE

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

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

I have examined the registers, records, books and papers of **Chokhani Global 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, 2014. 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 23.05.2013, 31.07.2013, 31.10.2013 and 30.01.2014 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 27th September, 2013 to 30th September, 2013 in compliance with the provisions of the Act during the financial year ended as on 31.03.2014.
6. The Annual general meeting of the Company for the financial year ended on 31st March, 2013 was held on 30th September, 2013 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 31.03.2014.
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 31.03.2014.
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 31.03.2014, 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 31.03.2014.