



**Cimmco Limited**

Annual Report 2014 - 15

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## CORPORATE INFORMATION\*

## Board of Directors

Shri J P Chowdhary	Executive Chairman
Shri Umesh Chowdhary	Vice Chairman and Managing Director
Shri K S B Sanyal	Independent Director
Shri Jagdish Kumar Shukla	Independent Director
Shri Nandan Bhattacharya	Independent Director
Dr. G B Rao	Independent Director
Shri M J Z Mowla	Independent Director
Shri R N Tiwari	Director (Works)
Smt. Vinita Bajoria	Non-Executive Director
Shri Anil Kumar Agarwal	Nominee Director Cimco Equity Holdings Private Limited

## Chief Financial Officer

Shri Lokesh Agarwal

## Company Secretary

Shri Dipankar Ganguly

## Audit Committee

Shri J K Shukla	Chairman
Shri K S B Sanyal	Member
Shri Anil Kumar Agarwal	Member
Shri J P Chowdhary	Special Invitee
Shri Umesh Chowdhary	Special Invitee
Shri D N Davar	Special Invitee

Risk Management  
Committee

Shri J K Shukla	Chairman
Shri J P Chowdhary	Member
Shri Umesh Chowdhary	Member
Shri D N Davar	Special Invitee

Nomination &  
Remuneration Committee

Shri K S B Sanyal	Chairman
Shri J K Shukla	Member
Shri M J Z Mowla	Member
Shri D N Davar	Special Invitee

Stakeholders'  
Relationship Committee

Shri J K Shukla	Chairman
Shri M J Z Mowla	Member
Shri Umesh Chowdhary	Member
Shri D N Davar	Special Invitee

## Auditors

M/s. S R Batliboi & Co. LLP  
Chartered Accountants

## Bankers

ICICI Bank Limited  
Syndicate Bank

## Registered Office

**cimmco Limited**

CIN : L28910WB1943PLC168801

756, Anandapur, E M Bypass, Kolkata-700107

Telephone: +91 33 4019 0800

Fax: +91 33 4019 0823, Email: corp@cimmco.in

\*As on 12th August, 2015

## Works

Mal Godown Road  
Bharatpur-321001  
Rajasthan  
Phone : (05644)238756  
Fax : (05644) 238757

## Registrar and Transfer Agent (RTA)

Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli  
Financial District, Nanakramguda, Hyderabad 500 032  
Phone: +91 40 6716 2222, Fax: +91 40 2300 1153  
E-mail for Investors: einward.ris@karvy.com

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventieth ANNUAL GENERAL MEETING of the members of CIMMCO LIMITED will be held at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, 4th Floor, Kolkata-700017, on Thursday, the 24th day of September, 2015 at 3.45 P.M. to transact the following businesses :

### Ordinary Business :

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Umesh Chowdhary, Vice Chairman and Managing Director (DIN: 00313652) who retires by rotation and being eligible, offers himself for re-appointment.

3. **To ratify appointment of Auditors and fix their remuneration by passing, with or without modification(s) the following resolution as an Ordinary Resolution :**

**"RESOLVED THAT** pursuant to provisions of Sections 139 and 142 of the Companies Act, 2013, the appointment of M/s. S. R. Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 301003E) as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Seventy first Annual General Meeting be and is hereby ratified and the Board of Directors be and is hereby authorized to fix their remuneration plus other applicable expenses in connection with Statutory Audit and/or continuous audit and such other remuneration, as may be decided to be paid by the Board/Committee of the Board for performing duties if any other than those referred to hereinabove and the remuneration so fixed may be paid at such intervals during the year as may be decided by the Board/Committee of the Board."

### Special Business :

4. **To appoint Shri Nandan Bhattacharya as an Independent Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Nandan Bhattacharya (DIN: 00318570), who was appointed as an Additional Director by the Board of Directors pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company on February 28, 2015 and holds office upto the date of this Annual General Meeting and in respect of whom a notice in writing under section 160 of the Act has been received from a member signifying intention to propose his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to September 23, 2020."

5. **To appoint Smt. Vinita Bajoria as a Non-Executive Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Smt. Vinita Bajoria (DIN: 02412990), who was appointed as an Additional Director by the Board of Directors pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company on September 11, 2014 and holds office upto the date of this Annual General Meeting, and in respect of whom a notice in writing under Section 160 of the Act has been received from a member signifying intention to propose her candidature for the office of the Director, be and is hereby appointed as Non-Executive Director of the Company."

6. **To renew appointment and remuneration of Shri R N Tiwari, Director (Works) and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 196 and 197 read with schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the shareholders be and is hereby accorded to reappointment of Shri R N Tiwari as Director (Works) for a term of two years w.e.f 25th February, 2015 on the terms and conditions, including remuneration, as recommended by the Nomination and Remuneration committee, and as set out in service agreement entered into with Shri Tiwari, a gist/extract whereof is mentioned in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** Shri Tiwari as Director (Works) shall be liable to retire by rotation and the Board of Directors be and is hereby authorized to alter or vary the remuneration of Shri Tiwari including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Act and to take all action as may be required in this regard.

7. **To ratify the remuneration of Cost Auditor and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the consent of the members be and is hereby accorded to payment of Rs.45,000 (Rupees Forty Five Thousand only) as remuneration plus taxes as may be applicable and reimbursement of reasonable out of pocket expenses

## NOTICE OF ANNUAL GENERAL MEETING

as may be incurred by the firm, to M/s. D. Radhakrishnan & Co.; Cost Accountants, 11-A Dover Lane, Flat No. B1/34, Kolkata-700029 appointed by the Board as Cost Auditors of the Company for the financial year 2015-16."

**8. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution :**

**"RESOLVED THAT** pursuant to the provisions of Section 62(3) and other applicable/enabling provisions of the Companies Act, 2013 and the Rules made thereunder, consent of the shareholders be and is hereby accorded to issue of equity shares at par or such price as may be permissible by the provisions of law applicable thereto, upon exercise of the option of ICICI Bank Limited (the Bank) to convert, in the event of default, if any in payment by the Company of the outstanding amount ("the Bank's Dues") under the Loan Agreement entered/to be entered into by the Company with the Bank containing such conversion option, under which the Company has availed/may avail of term loan aggregating Rs.40 crore, without offering such shares/securities to any other person(s) who, at the date of conversion/offer/issue are shareholders of the Company, in satisfaction of the Bank's Dues.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company which term shall include a Committee thereof and/or such other person(s) as the Board may appoint, be and is/are hereby authorised to do all acts, matters, deeds and things including creation of new shares and take all such steps and do all such things and give all such directions as the Board may consider necessary, expedient or desirable."

Registered Office :  
756 Anandapur,  
E M Bypass, Kolkata -700107  
Place : Kolkata  
Date : August 12, 2015

By Order of the Board of Directors  
**Dipankar Ganguly**  
Company Secretary

**Notes :**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL, ON HIS BEHALF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- Proxies in order to be effective must be received by the Company at the registered office address not less than 48 hours before the commencement of the Annual General Meeting (AGM).

- The Register of Members and the Share Transfer Books of the Company will remain closed from the 19th September, 2015 to 24th September, 2015 (both days inclusive), for the purpose of holding the Annual General Meeting.
- The Company shall also display full text of these communications/documents/reports at its website **www.cimmco.in** and physical copies of such communications/documents/Annual Reports will be made available at the Registered Office of the Company for inspection by the shareholders during the office hours on working days.  
Please note that as a member of the Company upon receipt of request, you will be entitled to receive free of cost, copy of such communications/documents/Annual Reports and all other documents required to be attached thereto.
- 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
- Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 are being sent in the permitted mode.
- Electronic copy of the Notice of the 70th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip is being sent to all the members whose email IDs are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 70th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip is being sent in the permitted mode.
- Members may also note that the Notice of the 70th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website **www.cimmco.in** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

## NOTICE OF ANNUAL GENERAL MEETING

### 10. Voting through electronic means

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Company (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, the company is pleased to provide members the facility to exercise their vote through remote e-voting in respect of the resolutions proposed to be passed at the ensuing Annual General Meeting (AGM) by using the electronic voting facility provided by the Karvy Computershare Private Limited
- b) **The remote e-voting period commences at 9:00 a.m. on Sunday, the 20th September, 2015 and ends at 5:00 p.m. on Wednesday, the 23rd September, 2015. The remote e-voting module shall be disabled by Karvy for voting thereafter.**
- c) During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Thursday, the 17th September, 2015 may cast their vote electronically.
- d) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- e) **Voting rights of the member shall be in proportion to their respective shareholding as on the cut-off date i.e. Thursday, the 17th September, 2015.**
- f) The facility for voting through polling paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the meeting through polling paper.
- g) The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
- h) Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds shares as on the cut-off date i.e. Thursday, the 17th September, 2015 should follow the instructions for E-voting as mentioned below for FIRST TIME USER. In case of any queries, the shareholder may also contact the Registrar & Transfer Agent.
- i) The Board of Director has, at its meeting held on 12th August, 2015, appointed M/s. Sushil Goyal & Co., Company Secretaries as the scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- j) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through ballot paper.

### k) The Instructions for Shareholders voting electronically are as under :

- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Depository Participant(s)]:
  - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii) Enter the login credentials (i.e., **User ID and password mentioned below**). Event No. followed by Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, Click on "LOGIN".
  - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the "EVENT" i.e., Cimmco Limited.
  - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x) You may then cast your vote by selecting an appropriate option and click on "Submit"



## NOTICE OF ANNUAL GENERAL MEETING

- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
- xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: **csskgoyal@gmail.com** with a copy marked to **evoting@karvy.com**. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."
- xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 17th September, 2015, may write to the Karvy on the email Id: **varghese1@karvy.com** or to Mr P. A. Varghese, Contact No. 040-33215424, at [Unit: Titagarh Wagons Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Depository Participant(s)]:
- i) **User ID and initial password as provided at the bottom of the Attendance Slip.**
- | EVEN (E- Voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------|---------|--------------|
|                               |         |              |
- ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. The e-voting period commences on **Sunday, the 20th September, 2015 at 09:00 A.M. and ends on Wednesday, the 23rd September, 2015, at 5.00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being **Thursday, 17th September, 2015**, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being **Thursday, 17th September, 2015**.
- F. The Company has appointed M/s. Sushil Goyal & Co. Practicing Company Secretaries as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, after the conclusion of the AGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not more than three days from the conclusion of the AGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or any person authorised by him in writing, who shall countersign the same and declare the results of the voting.
- H. The results so declared along with Scrutinizer's Report shall be placed on the website link : <https://evoting.karvy.com> and subject to the receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting. The results shall also be forwarded to the BSE and NSE and other stock exchanges whereat the Company's shares are listed.
12. Members are requested to preferably send their queries to the Registered Office atleast 7 days before the date of the Annual General Meeting.
13. The documents pertaining to all the special businesses set out in the Notice are available for inspection at the Registered Office of the Company during 10.30 A.M. to 1.00 P.M. on all working days.
14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

#### Items No. 4

Selected by the Nomination and Remuneration Committee and approved by the Board, Shri Nandan Bhattacharya was appointed Additional Director by the Board with effect from 28th February, 2015 in terms of the provisions of Section 161 of the Act and Article 137 of the Articles of Association, and holds office upto the date of this AGM.

In terms of Section 149 of the Act, Shri Bhattacharya, Director being eligible for appointment / re-appointment is proposed to be appointed as an Independent Director for a term upto September 23, 2020 i.e. consecutive five years. In the opinion of the Board, he fulfills the conditions specified in the Act and rules made thereunder for his appointment as Independent Director of the Company.

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Shri Bhattacharya aged about 74 years holds a Bachelor's Degree in Engineering with specialization in telecommunications and electronics from Jadavpur University, Kolkata. He has over 46 years of experience in manufacturing, industrial promotion and service. He is also on the Boards of IFB Agro Industries Ltd., Cadworld Info Systems Pvt. Ltd and Qualitas AE Services Pvt. Ltd.

The Directors recommend passing of the Resolution. Save and except Shri Nandan Bhattacharya, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, in the resolution set out at the Item No.4.

### Item No. 5

Selected by the Nomination and Remuneration Committee and approved by the Board Smt. Vinita Bajoria was appointed as Additional Director of the Company w.e.f. 11th September, 2014 pursuant to selection and review of her candidature by the Nomination and Remuneration Committee and Audit Committee respectively, with effect from 11th September, 2014 in terms of the provisions of Section 161 of the Act. She would hold office upto the date of this AGM.

Smt. Bajoria, aged about 45 years is a Graduate from Calcutta University, and MBA from ICFAI and has attended Advanced Management Program at Harvard Business School, Boston, USA. She has about 21 years of experience including at senior executive level. She is related to Shri J P Chowdhary, Executive Chairman and Shri Umesh Chowdhary, Vice Chairman & Managing Director of the Company.

The Directors recommend passing of the Resolution. Save and except Smt. Vinita Bajoria and her relatives who are also KMP, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at the Item No.5.

### Item No. 6

Following the end of his tenure of two years on February 25, 2015, and selected by the Nomination and Remuneration Committee and approved by the Board Shri R N Tiwari, has been reappointed as Director (Works) for another term of two years. Shri Tiwari, M. Com., L.L.B. & D.L.L., aged about 64 years has 44 years of experience in the industry in various fields like Finance & Accounts, Commercial, Legal, Marketing, Personnel and Administration, manufacturing operations and real estate etc. He has been involved in day to day operations at Bharatpur plant of the Company during the past many years. The Board and Nomination and Remuneration Committee has approved the terms and conditions of remuneration of Shri R N Tiwari as per the gist thereof given below:

Basic- Rs. 70,000, HRA- Rs. 35,000 , Conveyance- Rs. 14,000 , Special Allowance- Rs. 10,500, Medical Allowance- Rs. 6,650, Gross- Rs. 1,36,150 per month, Leave Travel Allowance- Rs. 5,831 per month, PF Contribution – Rs. 8,400 per month, CTC per month- Rs. 1,50,381 and Annual CTC Rs. 18,04,572 only. Other perquisites, as may be applicable in accordance with the rules of the Company.

Shri Tiwari does not hold any shares in the Company and his brief profile and details are provided in the Corporate Governance Report.

Your Directors recommend passing of the Resolution. Save and except Shri R N Tiwari, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out at the Item No.6.

### Item No. 7

The Company with the recommendation of Audit Committee and approval of the Board at its meeting held on 18th April, 2015, has appointed M/s. D. Radhakrishnan & Co.; Cost Accountants, 11-A Dover Lane, Flat No. B1/34, Kolkata-700029 as Cost Auditor of the Company for the financial year 2015-16 at a remuneration of Rs. 45,000 (Rupees Forty-Five Thousand) only. Pursuant to Section 148 of the Act read with The Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditor, duly approved by the Board shall be ratified by the consent of Shareholders.

The Board recommends the resolution set forth at Item No. 7 above for approval of the members. None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the Resolution.

### Item No. 8

The Board in endorsement of Audit Committee's decision approved at its meeting held on 6th December, 2014 availing of term loan of Rs. 40 crores from ICICI Bank Limited (the Bank) and one of the general conditions of the facility is that in the event of default, the Bank has the right to convert the outstanding amount into fully paid up equity shares; such conversion shall require approval of the shareholders. Accordingly the Resolution at Item No.8 seeks your approval.

The Directors recommend passing of the Resolution. None of the directors or key managerial personnel or their relative is concerned or interested in the Resolution.

Registered Office :  
756 Anandapur,  
E M Bypass, Kolkata -700107  
Place : Kolkata  
Date : August 12, 2015

By Order of the Board of Directors

**Dipankar Ganguly**  
Company Secretary



## NOTICE OF ANNUAL GENERAL MEETING

**Detail of Directors seeking Appointment/Re-appointment at the Annual General Meeting**

Particulars	Shri Umesh Chowdhary	Shri R N Tiwari	Shri Nandan Bhattacharya	Smt. Vinita Bajoria
Date of Birth	24.04.1974	20.07.1951	02.09.1940	07.10.1969
Date of Appointment	14.03.2010	25.02.2013	28.02.2015	11.09.2014
Qualification	B.COM (Hons)	M.COM., L.L.B. & D.L.L.	B.E. in Telecommunications and Electronics	B.COM, MBA
Expertise in specific Functional Areas	Over 22 years of experience in the manufacturing sector.	About 44 years of experience in various fields like Finance & Accounts, Commercial, Legal, manufacturing operations etc.	About 46 years of experience in manufacturing sector, industrial promotion and service.	Over 21 years of experience including at Senior Executive level
Directorship held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>• Titagarh Wagons Limited</li> <li>• Titagarh Capital Management Services Private Limited</li> </ul>	Nil	<ul style="list-style-type: none"> <li>• IFB Agro Industries Ltd.</li> <li>• Qualitas A E Services Pvt. Ltd.</li> <li>• Cad World Info Systems Pvt. Ltd.</li> <li>• Titagarh Logistics Infrastructures Pvt. Ltd.</li> <li>• Continental Valves Ltd.</li> <li>• Kankinara Enterprises Ltd.</li> <li>• Titagarh Enterprises Ltd.</li> <li>• Shivaliks Mercantile Pvt. Ltd.</li> <li>• Cimco Equity Holdings Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Sourennee Leaves Private Limited</li> </ul>
Membership/Chairmanship of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	<b>Stakeholders' Relationship Committee</b> <ul style="list-style-type: none"> <li>• Titagarh Wagons Limited</li> </ul>	Nil	<b>Stakeholders' Relationship Committee</b> <ul style="list-style-type: none"> <li>• IFB Agro Industries Limited</li> <li>• Kankinara Enterprises Ltd.</li> </ul> <b>Audit Committee</b> <ul style="list-style-type: none"> <li>• Titagarh Enterprises Ltd.</li> <li>• Kankinara Enterprises Ltd.</li> <li>• Continental Valves Limited</li> <li>• Cimco Equity Holdings Pvt. Ltd.</li> <li>• IFB Agro Industries Limited</li> </ul>	Nil
No. of Shares held in the Company	Nil	Nil	Nil	13,424 equity shares of Rs. 10 each

## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

*Dear Shareholders,*

Your Directors present the 70th Annual Report, together with the audited accounts of the Company for the financial year ended March 31, 2015.

### Financial Results

The performance of your Company during the financial year ended the 31st March, 2015 was as follows.

(Rs. in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Turnover	3,421.72	13,236.27
Profit/(Loss) before Extra-ordinary Items & Tax	(1,473.65)	450.64
Less/Add: Exceptional Items	1,069.91	1,250.00
(Loss) before Taxation	(2,543.56)	(799.36)
Tax Expense including Deferred Tax	34.41	439.34
(Loss) after Taxation	(2,577.97)	(1,238.70)
(Loss) brought forward from previous year	(3,831.42)	(2,592.72)
(Loss) carried to Balance Sheet	(6,496.49)	(3,831.42)
Reserves & Surplus	11,029.44	13,694.51
Earnings per Share (Rs.)	(12.79)	(6.15)

### Company's Performance

Your Company's financial performance was affected adversely due to non-remunerative order for wagons procurement placed by the Indian Railways resulting in loss of Rs.549.28 lacs incurred during the financial year ended the 31st March, 2015.

In the last tender opened for wagons procurement by the Indian Railways prices offered were even lower than the cost of materials making the contract entirely a loss making proposition and hence your Company had no option but to decline the order. This situation appears to have arisen out of predatory pricing resorted to by some of the Wagon manufacturers who have quoted absurdly low prices. Marketing efforts have been stepped up for securing orders for wagons from private sector customers.

As part of your Company's endeavor to mitigate the risk of predominant dependence on business from Indian Railways, a joint venture has been entered into with two group companies for manufacture of tractors/agriculture implements at Bharatpur plant which is under implementation while development of other products within the core competencies of your Company is receiving consistently focused attention. Active efforts are also being made to pursue orders for custom designed wagons from private sector customers.

Further, your Company has been issued Industrial License by the Government of India for manufacture of various products for defence sector of the country and steps are being taken in this direction.

With uncertainty in wagons procurement by the Indian Railways persisting, the outlook for the current year is cautious.

### OVERALL REVIEW

The overall performance of the Company during the financial year ended the 31st March, 2015 declined due to non-remunerative contract from the Indian Railways.

### BUSINESS SEGMENT

#### Wagons

- Industry Outlook : Wagons industry is beset with irregular and decremental Wagons procurement orders by Indian Railways compounded by predatory pricing being resorted to by some of the wagon manufacturers. Though the Government of India has announced various steps viz. focus on safety and environment protection through Green initiatives, strengthening of Railway Tariff Regulatory Authority etc. to improve the infrastructure of Indian Railways, however, procurement policy has to improve to provide the much needed impetus to the industry.