

**28<sup>TH</sup> ANNUAL REPORT**

**OF**

**CORPORATE COURIER AND  
CARGO LIMITED**

**2013-2014**

**CIN: L64120MH1986PLC040280**

**Board of Directors**

<b>Name of the Director</b>	<b>DIN</b>	<b>Designation</b>
Mr. Ritesh Patel	00700189	Director
Mr. Akash Patel	06839168	Director
Mr. Vijay Patel	02031833	Independent Director
Mr. Pratik Mehta	06831946	Independent Director

**Statutory Auditors**

M/s R Devarajan & Co,  
Chartered Accountants

**Bankers**

Syndicate Bank, Prabhadevi Branch

**Compliance Officer**

Mr. Ritesh Patel

**Registrar & Transfer Agents**

Link Intime (India) Private Limited

**Registered Office**

14/209, Adarsh Nagar,  
Worli, Mumbai 400 030

**ANNUAL REPORT 2014**  
**CORPORATE COURIER AND CARGO LIMITED**  
**CONTENTS**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1	Notice of Annual General Meeting	1
2	Directors' Report	8
3	Management Discussion & Analysis Report	12
5	Report on Corporate Governance	14
6	Auditors' Certificate on the compliance of conditions of Corporate Governance	21
7	Auditors' Report	23
8	Balance Sheet	28
9	Statement of Profit & Loss	29
10	Cash Flow Statement	30
11	Notes forming part of Balance Sheet & Profit & Loss	31
12	Attendance Slip & Proxy Form	38

**CORPORATE COURIER AND CARGO LIMITED**  
**CIN: L64120MH1986PLC040280**  
**Regd. Office: 14/209, Adarsh Nagar, Worli, Mumbai – 400 030**

**AGM NOTICE**

**NOTICE** IS HEREBY GIVEN THAT 28<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, SEPTEMBER 29, 2014 AT 11.00 A.M. AT Unit No.5, Ground Floor, Chandan CHSL, S.V. Road, Next to Golden Tobacco Company, Vile Parle (West), Mumbai -400056 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. 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 139 of the Companies Act, 2013 and the Rules made there under, M/s. R Devarajan & Co., Chartered Accountants, Mumbai, bearing ICAI Registration No. 102415W, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting held thereafter (subject to ratification of the appointment by the members at every AGM) on a such terms & remuneration as may be mutually agreed by the Board of Directors of the Company and Auditor.”

**SPECIAL BUSINESS:**

**3. Appointment of Mr. Ritesh Patel as Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ritesh Patel, (holding DIN 00700189) who has been appointed as an Additional Director of the Company with effect from January 24, 2014 and who, in terms of Section 161 of the Companies Act, 2013, and provisions of the Articles of Association of the Company, holds office of directorship up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ritesh Patel, as a candidate for the office of Director, be and is hereby appointed as an Director of the Company under Section 149 of the Companies Act, 2013, subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

**4. Appointment of Mr Akash Patel as Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Akash Patel, (holding DIN 06839168) who has been appointed as an Additional Director of the Company with effect from March 18, 2014 and who, in terms of Section 161 of the Companies Act, 2013, and provisions of the Articles of Association of the Company, holds office of directorship up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Akash Patel, as a candidate for the office of Director, be and is hereby appointed as an Director of the Company under Section 149 of the Companies Act, 2013, subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

**5. Appointment of Mr Vijay Patel as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Vijay Patel, (holding DIN 02031833) who has been appointed as an Additional Director of the Company with effect from March 18, 2014 and who, in terms of Section 161 of the Companies Act, 2013, and provisions of the Articles of Association of the Company, holds office of directorship up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vijay Patel, as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013, not subject to retirement by rotation, to hold office for five consecutive years.”

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

**6. Appointment of Mr Pratik Mehta as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Pratik Mehta, (holding DIN 06831946) who has been appointed as an Additional Director of the Company with effect from March 18, 2014 and who, in terms of Section 161 of the Companies Act, 2013, and provisions of the Articles of Association of the Company, holds office of directorship up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Pratik Mehta, as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013, not subject to retirement by rotation, to hold office for five consecutive years.”

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

By Order of the Board  
For Corporate Courier and Cargo Ltd

Place: Mumbai  
Date: August 26, 2014

Ritesh Patel  
Director and Compliance Officer

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated under Item Nos. 3 to 6 is annexed hereto.

2. 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.

3. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from **September 24, 2014 (Wednesday) to September 29, 2014 (Monday)** both days inclusive for the purpose of the Annual General Meeting.

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the shareholders at the AGM.

5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section

189 of the Companies Act, 2013, will be available for inspection by the shareholders at the AGM.

6. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.

7. Shareholders who hold shares in demat form are requested to direct any change of address, updates of savings bank account details to their respective Depository Participant(s). Shareholders holding shares in physical form are requested to notify/send any change in their address/mandate/bank account details to the Company's Registrar and Transfer Agent

8. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.

9. Shareholders who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.

10. Corporate shareholders are requested to send to the Company's or its Registrar and Transfer Agent, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.

11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository. Accordingly, the Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories, unless any shareholder has requested for a physical copy of the same. For shareholders who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. To support the 'Green Initiative', shareholders who have not registered their e-mail addresses are requested to register the same with their Depository Participant or with the Company's Registrar & Share Transfer Agents

13. Voting through electronic means:

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on **Friday, August 22, 2014** being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **Friday, August 22, 2014**.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN field.</li> <li>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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 member id / folio number in the Dividend Bank details field.</li> </ul>

- (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](mailto: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](mailto: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 on **September 22, 2014 (9.00 am) and ends on September 24, 2014 (6.00 pm)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2014 (Friday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **Friday, August 22, 2014**.
- The Company has appointed, Ms. Jyoti Pandey, Advocate, High Court, Bombay as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the shareholders who do not have access to the e-voting process) in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.corporate-couriers.com](http://www.corporate-couriers.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the 28th AGM of the Company and communicated to BSE where the shares of the Company are listed.

By Order of the Board  
For Corporate Courier and Cargo Ltd

Place: Mumbai  
Date: August 26, 2014

Ritesh Patel  
Director and Compliance Officer



## **ANNEXURE 'I' TO THE NOTICE : EXPLANATORY STATEMENT**

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice dated August 26, 2014:

### **Item No. 3,4, 5 & 6**

Your Company was recently taken over under the provisions of SEBI (SAST) Regulations, 2011. Your Board of Directors had made appointment of Additional Director due to change of control and management. The appointment of Additional Director is valid upto ensuing Annual General Meeting of the Company.

Mr Ritesh Patel and Mr Akash Patel, who are non Independent Directors on the Board of your company are seeking reappointment as they were appointed as Additional Director on January 24, 2014 and March 28, 2014 respectively.

There are two Independent Directors on the Board of the Company as per the Listing Agreement requirements viz., Mr. Vijay Patel and Mr. Pratik Mehta. All these Independent Directors had been appointed vide Board resolution in terms of the provisions of the Companies Act, 1956 as Directors' whose appointment is valid upto ensuing annual general meeting.

Their profile, Qualification, experience is given as a part of statement, as required under clause 49 of the listing agreement.

The Company has received declarations from all the above Independent Directors stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. The Board of Directors of your Company, after reviewing the declarations submitted by the above Independent Directors is of the opinion that the said Directors meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made there under and also meet with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for being the independent Directors on the Board of the Company and are also independent of the management.

As per the provisions of the Companies Act, it is proposed to appoint Mr. Vijay Patel and Mr. Pratik Mehta as Independent Directors of the Company under the Companies Act, 2013 to hold office for 5 (five) consecutive years for a term up to the conclusion of the ensuing Annual General meeting of the Company in the calendar year 2019.

The proposal for appointment for the other Independent Directors under the Companies Act, 2013 shall be taken up for approval of the Members of the Company as and when the tenure of their respective Directorships would expire at the Annual General Meetings following the forthcoming AGM of the Company.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ritesh Patel, Mr. Akash Patel as Director of your Company and appointment of Mr Vijay Patel and Mr. Pratik Mehta as an Independent Director, for the approval by the members of the Company.

Except, Mr. Ritesh Patel, Mr. Akash Patel, Mr. Vijay Patel and Mr Pratik Mehta being an appointee in the respective resolution, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3,4,5 and 6 of the Notice.

By Order of the Board  
For Corporate Courier and Cargo Ltd

Place: Mumbai  
Date: August 26, 2014

Ritesh Patel  
Director and Compliance Officer

**BRIEF PROFILE OF DIRECTORS AS PER CLAUSE 49 (IV)(G) OF THE LISTING AGREEMENT**

**1. Mr. Ritesh Patel (DIN: 00700189)**

**Date of Birth** : 23<sup>rd</sup> November, 1981  
**Date of Appointment** : 24<sup>th</sup> January, 2014  
**Background and Profile** : Mr. Ritesh Patel, a graduate and has been overlooking business operations of Sadhna group of companies. He has overall experience of 9 years in the field of Real Estate, Financial planning and construction management.

**Directorship in other Companies** : Renaud Infracons LLP  
**No. of Shares Held in the company** : NIL

**2. Mr. Akash Patel (DIN: 06839168)**

**Date of Birth** : 1<sup>st</sup> July, 1986  
**Date of Appointment** : 18<sup>th</sup> March, 2014  
**Background and Profile** : Mr. Akash Patel, a graduate and is currently engaged in general business management, marketing management and compliance management of sadhna group of companies. He has overall experience of 7 years in the field of general business management.

**Directorship in other Companies** : NIL  
**No. of Shares Held in the company** : NIL

**3. Mr. Vijay Patel (DIN: 02031833)**

**Date of Birth** : 28<sup>th</sup> March, 1955  
**Date of Appointment** : 18<sup>th</sup> March, 2014  
**Background and Profile** : Mr. Vijay Patel is a seasoned businessman and has immense experience in the field of in financial management, taxation

**Directorship in other Companies** : Uma Prabhu Developers and Securities Pvt Ltd  
**No. of Shares Held in the company** : NIL

**4. Mr. Pratik Mehta (DIN: 06831946)**

**Date of Birth** : 25<sup>th</sup> July, 1982  
**Date of Appointment** : 18<sup>th</sup> March, 2014  
**Background and Profile** : Mr. Pratik Mehta has over 8 years experience in marketing management and general business management.

**Directorship in other Companies** : NIL  
**No. of Shares Held in the company** : NIL