

# THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED



**ANNUAL REPORT**

**2014-2015**

**DIRECTORS:**

**Mr. Haresh Bhojwani - MD & CEO  
Mr. Amitkumar Rander  
Mr. Arvind Kumar Gupta  
Mr. Shivanand Rama Hemmady  
Mr. Rupali Kadam**

**BANKERS:**

**Allahabad Bank Ltd.  
Axis Bank Ltd.**

**AUDITORS:**

**M/s S.B.JAJOO & CO,  
Chartered Accountants**

**REGISTERED OFFICE:**

**Unit No. B-35, Ganjawala Shopping Center, S. V.P Road,  
Borivali West, MUMBAI- 400092**

**R & T AGENTS:**

**Bigshare Services Pvt. Ltd.,  
E2 &3, Ansa Industrial Estate, Saki-vihar Road, Saki  
Naka, Andheri (E), Mumbai-400 072.  
Tele.91-22-28470652 / 40430200 / 28470653.  
Fax: 91-22-28475207.  
E-mail: investor@bigshareonline.com  
www.bigshareonline.com**

**Listing**

**The Bombay Stock Exchange Ltd.  
(BSE Code:501827)**

**NOTICE**

**NOTICE** is hereby given that the 105<sup>th</sup> Annual General Meeting of the shareholders of the Company will be held on 30<sup>th</sup> September, 2015 at 10.30 AM at Mangalya Bhavan, Link Road, Off Yogi Nagar, Borivali (West), Mumbai-400092. To transact the following business:

**ORDINARY BUSINESS:**

1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.

2 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Haresh Atmaram Bhojani (DIN: 02895523), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company."

3 To ratify the appointment of M/s S.B.JAJOO & CO, Chartered Accountants, as Statutory Auditors of the Company by passing following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is, hereby, accorded to ratify the appointment of M/s S.B.JAJOO & CO, Chartered Accountants, as the Statutory Auditor of the Company for the financial year ending 31<sup>st</sup> March, 2016, as made in the 104<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September, 2014.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass following resolution, with or without modification, as

**ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Rupali Ganpat Kadam (DIN: 07143284), who was appointed as an Additional Director of the Company by the Board of Directors in the meeting, be and is, hereby, appointed as Independent Director of the Company for the period of 5 years.

**RESOLVED FURTHER THAT** pursuant to Sections 149, 152, 164, 165, 179 (3) & 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the consent for appointment as Director of the Company given in form DIR-2, along with declaration that she is not disqualified from being appointed as Director in DIR-8, meets the criteria for independence as prescribed in the Act, will abide by the code of

conduct prescribed in Schedule IV to the act and that, post – appointment, her number of directorships shall be within the limits prescribed under the Act and disclosure of interest, as laid before the meeting and duly initialled by the Chairman for the purpose of identification, be and is, hereby, taken note of.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is, hereby, authorized to do or delegate the authority to do, all such acts, deeds, things and sign all such documents, drafts, e-forms, as may be deemed necessary to give effect to this resolution.

**By Order of the Board of Directors**

**For The Central Province Railways Co. Ltd**

**Sd/-**

**Place: Mumbai**

**Date: 31<sup>st</sup> August 2015**

**Mr. Amit Kumar Rander**

**(Director)**

#### **NOTES:**

1. A member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. a person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from 24<sup>th</sup> September 2015 to 30<sup>th</sup> September 2015 both days inclusive.
3. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, **Bigshare Services Private Limited, E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai-400072**, and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairman, so as to reach the Registered

Office of the Company at least seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.

6. On dematerialisation of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialised) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.

We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at [cprclimited@gmail.com](mailto:cprclimited@gmail.com)

7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for Attending the meeting.
8. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice hereto.
9. Members are requested to bring their copy of Annual report to the meeting.
10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholder is requested to furnish copy of PAN card at the time of transferring their physical shares.
11. As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Name	Mr. Arvind Kumar Gupta	Mr. Amitkumar Rander	Mr. Haresh Atmaram Bhojwani	Mr. Shivanand Rama Hemmady	Ms. Rupali Ganpat Kadam
Age	48 years	30 years	63 years	60 years	29 years
Qualification	Chartered Accountant	B.E & MBA	LLB	Company Secretary	B.com
Nature of Expertise	Account & Finance	Overall Business management	Overall guidance in forming business polices	Legal with Secretarial compliance	Co-Assistance in Account & Finance
No of years of Experience in the industry	22Years	6 years	31 years	29 years	8 years

Name	Mr. Arvind Kumar Gupta	Mr. Amitkumar Rander	Mr. Haresh Atmaram Bhojwani	Mr. Shivanand Rama Hemmady	Ms. Rupali Ganpat Kadam
Name of the Companies in which also holds Directorship	As per Details 1 ( below table )	1)Rander Infra Limited 2) JSB Homes LLP	As per Details 2 ( below table )	As per Details 3 ( below table )	1) Killick Nixon Limited
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil	Nil	Nil	Nil	
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil
Details – 1	1)Aroma Dwellings Pvt Ltd , 2) Killick Engineering Ltd, 3) Vohra Builders Pvt Ltd, 4 ) Killick Shipping Services Ltd, 5) Kela devi knowledge Park Ltd, 6) Killick ixon limited, 7) Killick Air Couriers & Forwarders Limited, 8) Stallion Investments Pvt Ltd, 9) Marathon Trading And Investment Private Limited, 10) Anivrusha Properties Pvt Ltd, 11) Sunvilla Infrabuild Pvt Ltd .				
Details – 2	1) Sil Business enterprises Ltd, 2) Killick Impex Ltd, 3) Killick Air couriers and forwarders Ltd, 4) Prime city trading and investments co Pvt Ltd, 5) Filtrona india Ltd,6) Millenium caribonum Ltd, 7) Lodestar slotted angles Ltd, 8) Killick nixon Ltd.				
Details – 3	1) Dhenu buildcon infra Ltd, 2) Killick exports Ltd, 3) Killick speciality coating Pvt Ltd, 4) Prime city capital trust Pvt Ltd, 5) Tribune investments and trading co pvt Ltd, 6) Prime city trading and investments co pvt ltd, 7) Killick financial services Ltd, 8) Lodestar slotted angles Ltd, 9) Filtrona India Ltd, 10) Killick Halco Ltd, 11) Cambridge bright wire & computer peripherals Pvt Ltd, 12) Kosha investments Ltd, 13) Oxford investment and statronery mfrs pvt ltd, 14) Sil business enterprises Ltd, 15) Killick paints pvt ltd, 16) Killick Power Limited, 17) Marathorn Investments Ltd, 18) Galactica Investments Ltd, 19) Montblance Investments Limited, 20) Fircrest Investments Pvt Limited 21) Johnson Polymers (India) P Ltd .				

**E voting:**

1. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
3. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
5. The e-Voting shall remain open from 27<sup>th</sup> September 2015, 9.A.M till 29<sup>th</sup> September 2015, 5 P.M.
6. \*E-Voting shall be completed three days prior to the date of Annual General Meeting which is scheduled to be held on 30<sup>th</sup> September, 2015.
7. The Board of Directors at their meeting have appointed Mr. Harsh Vijay Gor, Proprietor of H V Gor & Co, Practicing Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
8. Vote once casted by the member cannot be changed/ altered.

**Process of E voting:**

1. The voting period begins on 27<sup>th</sup> September 2015, 9 A.M and ends on 29<sup>th</sup> September 2015. 5 P.M 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 23<sup>rd</sup> September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
4. Click on "Shareholders" tab.
5. 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.
6. Next enter the Image Verification as displayed and Click on Login.
  7. 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.
  8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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 the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• 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 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>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach 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
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant The Central Province Railways Company Limited on which you choose to vote.



13. 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.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. 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.
19. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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.
20. 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).

**Explanatory Statement**

[Pursuant to Section 102 of the Companies Act, 2013]

**Item No. 4**

Ms. Rupali Ganpat Kadam (DIN: 07143284) was appointed as Independent Director in the meeting of Board of Directors on 30<sup>th</sup> March, 2015 for a period of five years, subject to approval of shareholders. The Nomination and Remuneration Committee has identified Ms. Rupali Ganpat Kadam (DIN: 07143284) as the qualified candidate for the post of Director and Independent Director and has recommended her appointment to the Board of Directors. The Board of Directors recommends to appoint Ms. Rupali Ganpat Kadam (DIN: 07143284) as the Director vide Item No. 4. Further, the Independent Director shall not be liable to retire by rotation.

The Board recommends the proposed resolution for your approval as an Ordinary resolution. Except Ms. Rupali Ganpat Kadam, no other director is interested in the resolution.

**Registered Office:**  
**Unit No. B-35,**  
**Ganjawala Shopping Center**  
**S.V.P. Road, Borivali West**  
**Mumbai- 400092.**

**By Order of the Board of Directors**  
**For The Central Province Railways Co.Ltd**  
Sd/-  
**Mr. Amit Kumar Rander**  
**(Director)**

**DIRECTORS' REPORT****1. INTRODUCTION**

Your Directors are elated in presenting the 105<sup>th</sup> Annual Report of the Company along with the Audited Statement of Accounts for the year ended as on 31st March, 2015.

The Annual report presented to you pertains to financial year before April 2015 so the contents within are governed by the relevant provisions/schedules/rules of the Companies Act, 2013, in compliance with General Circular No. 08/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs.

**2. FINANCIAL RESULTS****(Amount in Rs)**

<b>Particulars</b>	<b>Current Financial Year (2014-2015)</b>	<b>Previous Financial Year (2013-2014)</b>
Net Profit/(Loss)Before Depreciation and Tax	(13,79,975)	(8,97,053)
Depreciation	Nil	Nil
Profit /(Loss) before Tax	(13,79,975)	(8,97,053)
Provision for Tax	Nil	Nil
Profit/ (loss) after Tax	(13,79,975)	(8,97,053)
Balance Brought forward	(14,367,329)	(13,470,276)
Balance carried to Balance Sheet	(15,747,303)	(14,367,329)

**3. OPERATION DURIG THE YEAR**

The Central Railway had demanded a sum of Rs.18.72 Crores in December 2002 towards repairs, rehabilitation, renewals and replacements of the railway assets. During the year also the dispute remains unresolved.

The Company has disowned the liability on the ground that these liabilities being in the nature of replacement are to be borne by the Central Railway, as per the Contracts. But in spite of disowning the liability by your Company, the Central Railway has adjusted an amount of Rs.2,10,08,596/- being the railway earnings of your Company for the period from October, 2002 to 31st March, 2015. Hence, your Company thought it proper and as an abundant caution and not to harm the interest of shareholders of the Company and therefore decided not to include the said Income from railways amounting to Rs. 8,96,476/- in the Accounts for the year ended 31st March, 2015.

**4. DEPOSITORY SYSTEM:**

The equity shares of the Company are available for dematerialization through Depository participants, on both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

**5. DIVIDEND:**

As the company suffers losses during the year your Directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2015.

**6. CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

**7. STATUTORY AUDITORS**

M/s S.B.JAJOO & CO, Chartered Accountants, **(Firm Registration Number: 125915W)** were appointed as the Statutory Auditors of the company last year in AGM held on 20<sup>th</sup> September 2014, for five consecutive years, subject to ratification at every Annual General Meeting. Accordingly, their appointment is proposed to be ratified in the ensuing AGM. They have given their eligibility & consent for the proposed ratification.

**8. SECRETARIAL AUDITORS**

M/s. H V Gor & Co, Practicing Company Secretaries have been appointed in the Board Meeting held on 30<sup>th</sup> March, 2015 as the Secretarial Auditor of the Company u/s 204 of the Companies Act, 2013 to conduct Secretarial Audit of the matters of the Company and report thereof. The Secretarial Auditor's Report has been annexed to the Board Report under Annexure IV.

**9. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There was no qualification, reservation or adverse remark made by the Auditors in their report. The explanations made by the Board relating to the qualifications, reservations, adverse remarks made by the Practicing Company Secretary in his Secretarial Audit Report are furnished as under:

1. The Company has been inviting the applications for the post of Company Secretary in whole time employment of the Company by issuing classifieds in the newspapers. However, the Company has failed to receive application from a suitable candidate for the aforementioned responsibilities.

**10. DIRECTORS**

Ms Rupali Ganpat Kadam was appointed as Additional Director on 30<sup>TH</sup> March, 2015 and holds the office till the ensuing Annual General Meeting. A notice has been received from a member proposing his candidature for his appointment as Director of the Company.

Apart from that, there has been no changes in the Board of Directors since the last Annual General Meeting. The Board of Directors as on the date of this report stands as follows:

Name	Designation	Date of Appointment	DIN
Mr. Amitkumar Rander	Director	21 <sup>st</sup> March, 2013	05311426
Mr. .Haresh Bhojwani	Whole Time Director & Chief Executive Officer	7 <sup>th</sup> August, 2014	02895523
Mr. Arvind Kumar Gupta	Independent Director	14 <sup>TH</sup> June, 2010	02912070
Mr. Shivanand Rama Hemmady	Independent Director	26 <sup>th</sup> December, 2013	00838098
Ms. Rupali Ganpat Kadam	Independent Director	30 <sup>th</sup> March, 2015	07143284

**10 DECLARATION BY THE INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**11 BOARD MEETINGS**

During the financial year under review, the Board of Directors met Seven times.

**12 COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

**13 INFORMATION PURSUANT TO RULE 5 (2) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**14 DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15.

No of complaints received:	Nil
No of complaints disposed off:	Nil

**15 DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 (3) (c) read with Section 134 (5) of the Companies Act, 2013, your Directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures, if any;
- b. They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2015 and of its **Loss** for the year ended on that date;
- c. They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. They have prepared the annual accounts for the year ended 31<sup>st</sup> March, 2015 on a 'going concern' basis; and
- e. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**16 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

**17 DISCLOSURES OF AMOUNTS, IF ANY, TRANSFER TO ANY RESERVES.**

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134 (3) (j) of the companies act, 2013 is not required.

**18 MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

**19 ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION:**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not required to be furnished considering the nature of activities undertaken by the Company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

**20 STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT**

The Company has developed & implemented Risk Management Policy. However, Company has not come across any element of risk which may threaten the existence of the Company.

**21 DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

**22 DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (viii) OF COMPANIES (ACCOUNTS) RULES, 2014:**

The Company has an adequate internal financial control system, commensurate with the size of its business operations.

**23 PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

**24 EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "Annexure MGT-9".

**25 DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The Audit Committee consists of the following members;

- a. Mr. Arvind Kumar Gupta
- b. Mr. Shivanand Rama Hemmady
- c. Mr. .Haresh Bhojwani

The above composition of the Audit Committee consists of independent Directors viz., Mr . Arvind Kumar Gupta and Mr. Shivanand Rama Hemmady who form the majority.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

**26 CORPORATE GOVERNANCE:**

Your Company is committed to adopting the best Corporate Governance practices. It believes that proper corporate governance is not just a regulatory compliance but also a facilitator for enhancement of stakeholder's value. Reports on Corporate Governance and Management Discussions & Analysis are annexed and form part of this report.



**27 APPRECIATION AND ACKNOWLEDGEMENT**

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the Company's business.

Your directors are grateful towards all members for supporting and sustaining us during the intricate days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

**Registered Office:**

Unit No. B-35,  
Ganjawala Shopping Center  
S.V.P. Road, Borivali West  
Mumbai-400092

**By Order of the Board of Directors**

For The Central Province Railways Co.Ltd  
Sd/-  
Mr. Amit Kumar Rander  
(Director)

## Form MGT - 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31<sup>st</sup> March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

CIN	:	L45202MH1910PLC000319
Registration Date	:	10/11/1910
Name of the Company	:	THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED
Category / Sub-Category of the Company	:	Company Having Share Capital
Address of the Registered office and contact details	:	Unit No. B-35, Ganjawala Shopping Center, S. V. P. Road, Borivali West, Mumbai-400092.
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	<b>Bigshare Services Private Limited</b> E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai – 400 072, Tel/Fax: 022-28470652/28475207 Website: www.bigshareonline.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of assembled railway track fixtures,	2599	-
2	Construction of floating or submersible drilling platforms	30114	-

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding subsidiary / associate	% of shares held	Applicable section
1	N.A	N.A	N.A	N.A	N.A
2	N.A	N.A	N.A	N.A	N.A

**I SHARE HOLDING PATTERN****(Equity Share Capital Breakup as percentage of Total Equity):****i. Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Individual/HUF	N.A	670	670	0.07	N.A	670	670	0.07	N.A
b) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) State Govt(s)	N.A	23350	23350	2.48	N.A	23350	23350	2.48	N.A
d) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Any other	N.A	33450	33450	3.56	N.A	33450	33450	3.56	N.A
Sub-total(A)(1):	N.A	57470	57470	6.11	N.A	57470	57470	6.11	N.A
(2) Foreign									
a) NRIs - Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Other – Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (A)(2):									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	N.A	57470	57470	6.11	N.A	57470	57470	6.11	N.A
B. Public Shareholding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(1) Institutions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Mutual Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Banks / FI	4250	N.A	40450	4.30	4250	N.A	40450	4.30	N.A
c) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) State Govt(s)	N.A	3410	3410	4.30	N.A	3410	3410	4.30	N.A
e) Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Insurance Companies	140699	N.A	140699	14.97	140699	N.A	140699	14.97	N.A
g) FIIs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
i) Others (specify)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (B)(1):	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(2) Non-Institutions									
a) Bodies Corp.	49779	N.A	109889	11.69	27901	60110	88011	9.36	N.A
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	304885	N.A	569829	60.62	305273	264238	569511	60.59	N.A
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	N.A	N.A	N.A	N.A	20500	N.A	20500	2.18	N.A
c) Others Clearing Members/NRI	1403	N.A	18253	1.94	19949	N.A	19949	2.12	N.A
Sub-total(B)(2):									
Total Public Shareholding (B)=(B)(1)+(B)(2)	501016	381514	882530	93.89	882530	57470	940000	100	N.A
C. Shares held by Custodian for GDRs & ADRs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Grand Total (A+B+C)	501016	438984	940000	100	501722	438278	940000	100	N.A

## ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	DHANRAJ MILLS PVT LTD	33450	3.56	N.A	DHANRAJ MILLS PVT LTD	33450	3.56	N.A
2	THE PRESIDENT OF INDIA	23350	2.48	N.A	THE PRESIDENT OF INDIA	23350	2.48	N.A
3	TEJKUMAR BALKRISHNA RUIA	670	0.07	N.A	TEJKUMAR BALKRISHNA RUIA	670	0.07	N.A
	<b>Total</b>	<b>57470</b>	<b>6.11</b>	<b>N.A</b>	<b>Total</b>	<b>57470</b>	<b>6.11</b>	<b>N.A</b>

## iii. CHANGE IN PROMOTERS' SHAREHOLDING ( PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

iv. **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Top 10 Shareholders				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year ( or on the date of separation, if separated during the year)	N.A	N.A	N.A	N.A

v. **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Directors and KMP				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

**II INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	N.A	N.A	N.A	N.A
i) Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A
Change in Indebtedness during the financial year	N.A	N.A	N.A	N.A
Addition	N.A	N.A	N.A	N.A
Reduction	N.A	N.A	N.A	N.A
Net Change	N.A	N.A	N.A	N.A
Indebtedness at the end of the financial year	N.A	N.A	N.A	N.A
i) Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A

**III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager				Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A

2	Stock Option	N.A	N.A	N.A	N.A	N.A
3	Sweat Equity	N.A	N.A	N.A	N.A	N.A
4	Commission	N.A	N.A	N.A	N.A	N.A
	- as % of profit	N.A	N.A	N.A	N.A	N.A
	- others, specify	N.A	N.A	N.A	N.A	N.A
5	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (A)	N.A	N.A	N.A	N.A	N.A
	Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

**B. REMUNERATION TO OTHER DIRECTORS:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		_____	_____	_____	_____	
1	Independent Directors	N.A	N.A	N.A	N.A	
	Fee for attending board / committee meetings	N.A	N.A	N.A	N.A	N.A
	Commission	N.A	N.A	N.A	N.A	N.A
	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (1)	N.A	N.A	N.A	N.A	N.A
2	Other Non-Executive Directors	N.A	N.A	N.A	N.A	N.A
	Fee for attending board / committee meetings	N.A	N.A	N.A	N.A	N.A
	Commission	N.A	N.A	N.A	N.A	N.A
	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (2)	N.A	N.A	N.A	N.A	N.A
	Total (B)=(1+2)	N.A	N.A	N.A	N.A	N.A
	Total Managerial Remuneration	N.A	N.A	N.A	N.A	N.A
	Overall Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	N.A	N.A	N.A	N.A
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A
2	N.A	N.A	N.A	N.A	N.A
3			N.A	N.A	N.A
4	N.A	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A
5	N.A	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A

**IV PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD /NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
<b>B. DIRECTORS</b>					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A

**REPORT ON CORPORATE GOVERNANCE****A. MANDATORY REQUIREMENTS:****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company looks upon Corporate Governance as an enterprise-wide Endeavour targeted at value creation in the form of striking optimum balance between the profit it earns for its Shareholders and the spread it charges. This is sought to be achieved by conducting the business in a professional manner, using a combination of delegation and accountability amongst key executives in the Company, skill upgrades through need-based training, etc. and high level of investor / lender satisfaction through timely debt servicing and grievance settlement. To foster best Corporate Governance practices, the Company has formulated a "Code of Business Conduct and Ethics for its Board Members and Senior Management" which seeks to bring high level of ethics in managing its business affairs. Affirmation by all Directors and senior Officers of the Company to the effect that they have complied with and not violated the Code is required to be obtained at the end of each year.

**2. BOARD OF DIRECTORS**

The Board of Directors from time to time broadly includes items specified in the Government Guidelines and any other information considered relevant and useful in facilitating meaningful and focused deliberations on issues concerning the Company and taking decisions in an informed and efficient manner. Additionally, Directors on the Board are free to seek and access all information pertaining to the business of the Company, as and when required.

**▪ Composition:**

The composition of the Board of your Company is in conformity with Clause 49 of the Listing Agreement, as amended from time to time. The Board of the Company presently consists of five directors. The Board comprises of two Executive Director and three Non-Executive Directors. The board also comprises of Independent Directors which brings in independent judgment in the Board's deliberations and decisions.

The Composition of Board of Directors is as under:

Sr.	Name	Designation	KMP Position
1	Mr. Shivanand Rama Hemmady	Independent Director	Chief Executive Officer
2	Mr. Haresh Atmaram Bhojwani	Whole Time Director	
3	Mr. Arvind Kumar Gupta	Independent Director	
4	Mr. Amitkumar Rander	Director	
5	Ms. Rupali Ganpat Kadam	Independent Director	

▪ **Attendance of each Director at the Board Meeting and the last AGM**

Details of Attendance, Number of other Companies or Committees the Director

(Being a Director as on the date of the Directors' Report) is a Director/Chairman. :

Name of Director	Category of Directorship	No. of Board Meetings Attended	No. of other Companies in which Director	No. of Committees (other than the Company)	Attendance at the last AGM
Mr. Shivanand Rama Hemmady	Independent Director	10	21	00	Yes
Mr. Haresh Atmaram Bhojwani	Whole Time Director & Chief Executive Officer	9	08	00	Yes
Mr. Arvind Kumar Gupta	Independent Director	10	11	00	Yes
Mr. Amitkumar Rander	Director	10	02	00	Yes
Ms. Rupali Ganpat Kadam	Independent Director	3	01	00	NO

- **Board meetings of the Company**

The Board has duly complied with the Secretarial Standard 1 and Clause 49 of the Listing agreement for holding the Board meetings of the Company. The meetings were held within a gap of three months and all the procedures were duly accorded and maintained while the meeting was held.

Seven Board Meetings were held in the Financial Year 2014-2015. The dates on which the said meetings were held are as follows:

<b>Board Meetings</b>	
29 <sup>th</sup> May, 2014	07 <sup>th</sup> August, 2014
20 <sup>th</sup> August, 2014	5 <sup>th</sup> November, 2014
2 <sup>nd</sup> December, 2014	04 <sup>th</sup> February, 2014
30 <sup>th</sup> March, 2015	

**Directors Remuneration/ Compensation:**

<b>Sr No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Sitting Fees Rs.</b>	<b>Salaries, Commission Etc.</b>	<b>Total</b>
1	Mr. Shivanand Rama Hemmady	Independent Director	N.A	N.A	N.A
2	Mr. Haresh Atmaram Bhojwani	Whole Time Director & Chief Executive Officer	20,000	N.A	N.A
3	Mr. Arvind Kumar Gupta	Independent Director	N.A	N.A	N.A
4	Mr. Amitkumar Rander	Director	N.A	N.A	N.A
5	Ms. Rupali Ganpat Kadam	Independent Director	N.A	N.A	N.A

### 3. COMMITTEES OF THE BOARD

The Board has total three Committees namely,

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders Relationship Committee

#### A) AUDIT COMMITTEE:

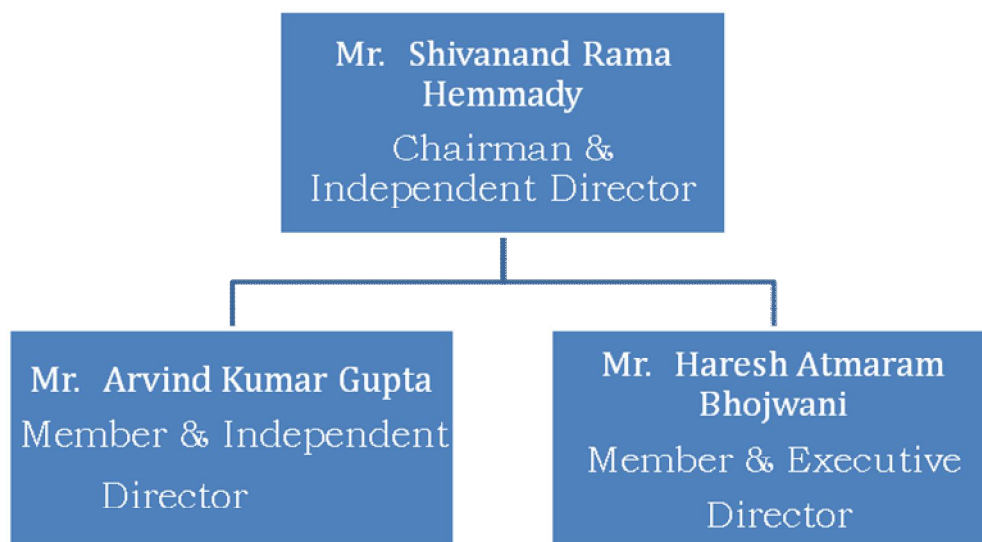
The Audit Committee comes into force. to comply with the provisions of the Corporate Governance of Listing Agreement which will bring more and more transparency and efficiency in the Board Procedures and in the operations of the Company

The audit committee is expected to review the company's financial reporting process and its financial statement, review the accounting and financial policies and practices, review the efficiency of the internal control mechanism and monitor the management of risk, review policies adopted by the company and ensure compliance with the regulating guidelines, review reports furnished by the statutory auditors and ensure that suitable follow ups are taken.

The terms of reference of the audit committee includes the powers as laid out in clause 49 II (C) of the listing agreement and role as stipulated in clause 49 II (D) of the listing agreement.

The Audit Committee was constituted with Mr. Arvind Kumar Gupta, as the Chairman and Mr. Shivanand Rama Hemmady and Mr. .Haresh Bhojwani as the Members of the Committee. The Committee underwent restructuring in previous year, after the restructuring of the entire Board of Directors of the Company and present members of the Committee are as follows:

Sr. No.	Name of the Director	Category	Designation
1.	Mr. Shivanand Rama Hemmady	Independent Director	Chairman
2.	Mr. Arvind Kumar Gupta	Independent Director	Member
3.	Mr. Haresh Atmaram Bhojwani	Executive Director	Member



**i. Powers of the audit committee includes:**

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers Necessary.
5. To look into the reasons for substantial defaults in the payment to the depositors, holders, shareholders (in case of nonpayment of debenture declared dividends) and creditors

**ii. The scope of committee includes:**

1. Review of Company's financial reporting process and the financial statement.
2. Review internal control systems and functioning of internal audit process.
3. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the board.
4. Post audit review with statutory auditors.
5. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

**iii. Number of Audit Committee Meetings held and the dates :**

The Audit Committee meetings were held on the following dates:

<b>DATES</b>	<b>MATTERS TAKEN UP IN THE MEETING</b>
29 <sup>th</sup> May, 2014	Approval of drafted audited financial results for quarter ended March 31 <sup>st</sup> 2014 Review and approval of Annual Accounts. Approval Of The Auditors Report On The Annual Accounts For The Year Ended 31 <sup>st</sup> March 2014
07 <sup>th</sup> August, 2014	Consideration of the Draft Un-Audited Financial Results for the Quarter ended June 30 <sup>th</sup> , 2014 Limited review report
05 <sup>th</sup> November 2014	Consideration of the Draft Un-Audited Financial Results for the Quarter ended September 30 <sup>th</sup> , 2014 Limited review report Review of internal control system
04 <sup>th</sup> February 2015	Consideration of the Draft Un-Audited Financial Results for the Quarter ended December 31 <sup>st</sup> , 2014. Limited review report

**iv. Efficiency and effectiveness of operations :**

1. Safeguarding of assets and adequacy of provisions for all liabilities.
2. Reliability of financial and other management information and adequacy of disclosures
3. Compliance with all relevant statutes.

**B) NOMINATION & REMUNERATION COMMITTEE:**

The Remuneration Committee renamed as Remuneration & Nomination Committee as on 13<sup>th</sup> August 2014 to comply with new Companies Act 2013 and the provisions of the listing agreement of the Corporate Governance. The following action has brought in more transparency, precision and efficiency within the Board and its process and in the operations of the Company.

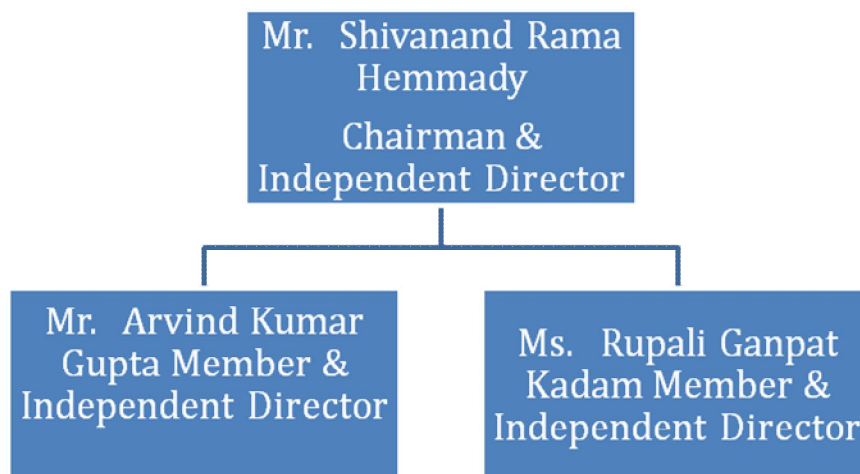
**❖ The role of the remuneration committee primarily includes the following:-**

1. Examining and suggesting the remuneration policy for executive directors
2. Examining; reviewing and modifying the human resources development policy including all personnel related matters.

❖ **Composition:**

The Remuneration Committee was constituted with Mr. Shivanand Rama Hemmady as the Chairman and Mr. Arvind Kumar Gupta and Ms. Rupali Ganpat Kadam as the Members of the Committee.

**The remuneration committee consists of the following Three Directors:**



During the year, the nomination and remuneration committee meeting was held on 14<sup>th</sup> August, 2014

**C) STAKEHOLDERS RELATIONSHIP COMMITTEE**

On 14<sup>th</sup> August, 2014 the Board also re-constituted and renamed Share Transfers And Investors/Shareholders Grievance Committee as Stakeholders Relationship Committee in terms of the provisions of Companies Act 2013 read with revised Clause 49 of the Listing Agreement as follows: This helped the Company to improvise the services to be provided to the shareholders and to redress the complaints, transfer of shares etc related matter.

During the year under review, Shareholders committee met four times where all the members were present.

- 29<sup>th</sup> May, 2014
- 7<sup>th</sup> August, 2014
- 05<sup>th</sup> November, 2014
- 04<sup>th</sup> February, 2015

**Queries during the year:**

Total number of queries received during the year - Nil

Total number of queries solved during the year - Nil

Total number of queries pending as on 31<sup>st</sup> March, 2015 - Nil



During the year, the company resolved all the complaints within the time frame prescribed by the SEBI/Stock Exchanges except the disputed matters.

The Shares received for transfer are generally approved by the committee, once in the fortnight, and are given effect by the Registrar and Share Transfer Agent the details of which are noted by the board.

#### 4. GENERAL BODY MEETING:

Details of the location of the last three AGMs & EGMs and the details of the resolution passed or to be passed by Postal Ballot.

Year Ended	AGM/ EGM	Date of Meeting	Place of Meeting	Special Resolution Passed	Time
2011-2012	AGM	27/09/2012	Conference Hall, Kel House, Plot no.07, Opp. Oberoi Garden Estates, Chandivali Farm Road, Chancivali, Andheri (East), Mumbai-400072	No Special Resolution Passed in the Meeting	09.30A.M
2012-2013	AGM	28/09/2013	B- 35, Ganjawala Shopping Center, S.V.P Road, Borivali(west), Mumbai-400092.	No Special Resolution Passed in the Meeting	10.30A.M
2013-2014	AGM	20/09/2014	The Conference hall 1st Floor, Gokul Anand, Hotel Pvt Ltd, Ashokvan Shivvallabh Road, W.E. Highway, Dahisar (East), Mumbai-400068.	Increasing the Borrowing Limits Appointment of Director	10.00A.M
2014-2015	EGM	05/01/2015	The Maharaja, Business Hotel, Kohinoor Complex, Western Express Highway, Rawalpada, Dahisar East, On Service Road, Mumbai - 400 068	Reduction of Capital of Company	11.00A.M

All the resolutions including special resolutions set out in the respective Notices of the meetings aforesaid were passed by the Shareholders of the Company at the respective meetings.

**1. NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT:**

The details of Directors to be Appointed/re-appointed at the ensuing Annual General Meeting are produced below in terms of Clause 49 of the Listing Agreement:

<b>Name</b>	<b>Ms. Rupali Ganpat Kadam</b>	<b>Mr. Haresh Atmaram Bhojwani</b>	<b>Mr.Amitkumar Rander</b>	<b>Mr. Shivanand Rama Hemmady</b>
Age	29 years	63 Years	30 years	60 Years
Qualification	B.com	LLB	B.E &MBA	Company Secretary
Nature of Expertise	Co-Assistance in Account & Finance	Overall guidance in forming business Polices	Overall Business management	Legal with Secretarial compliance
Name of the Companies in which also holds Directorship	Killick Nixon Limited	1) Sil Business enterprises Ltd 2) Killick Impex Ltd 3) Killick Air couriers and forwarders Ltd 4) Prime city trading and investments co Pvt Ltd 5) Filtrona india Ltd 6) Millenium caribonum Ltd 7) Lodestar slotted angles Ltd 8) Killick nixon Ltd	1)Rander Infra Limited 2) JSB Homes LLP	As per Annexure I ( below table )
Name of the Companies in committees of which also holds Membership/ Chairmanship	N.A	N.A	N.A	N.A
Shareholding in the Company	N.A	N.A	N.A	N.A

<b>Annexure - I</b>	1) Dhenu buildcon infra Ltd, 2) Killick exports Ltd, 3) Killick speciality coating Pvt Ltd, 4) Prime city capital trust Pvt Ltd, 5) Tribune investments and trading co Pvt Ltd, 6) Prime city trading and investments co Pvt Ltd, 7) Killick financial services Ltd , 8) Lodestar slotted angles Ltd, 9) Filtrona India Ltd, 10) Killick Halco Ltd, 11) Cambridge bright wire & computer peripherals Pvt Ltd, 12) Kosha investments Ltd 13) Oxford investment and statronery mfrs pvt ltd, 14) Sil business enterprises Ltd, 15) Killick paints pvt ltd, 16) Killick Power Limited ,17) Marathorn Investments Ltd, 18) Galactica Investments Ltd, 19) Montblance Investments Limited, 20) Fircrest Investments Pvt Limited, 21) Johnson Polymers (India) P Ltd
---------------------	---

## 2. DISCLOSURES:

Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. NIL

Details of non-compliance by the Company, penalties, imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter. NIL

## 3. MEANS OF COMMUNICATION:

The quarterly and half-yearly unaudited financial results during the year were published through vide circular in the local newspaper as per clause 41 of Listing Agreement.

## 4. GENERAL SHAREHOLDERS INFORMATION:

<b>i.</b>	<b>Annual General Meeting</b>	Date : 30 <sup>th</sup> September 2015 Time : 10.30 AM Address: Mangalya Bhavan, Link Road, off Yogoi, nagar Borivali (west), Mumbai -400092.
<b>ii.</b>	<b>Financial Calendar</b>	a) April to March b) 1st Quarter Results - within 45 days from the end of the Quarter c) 2nd Quarter Results- within 45 days from the end of the Quarter d) 3rd Quarter Results - within 45 days from the end of the Quarter e) 4th Quarter Results - within 60 days from the end of the Quarter

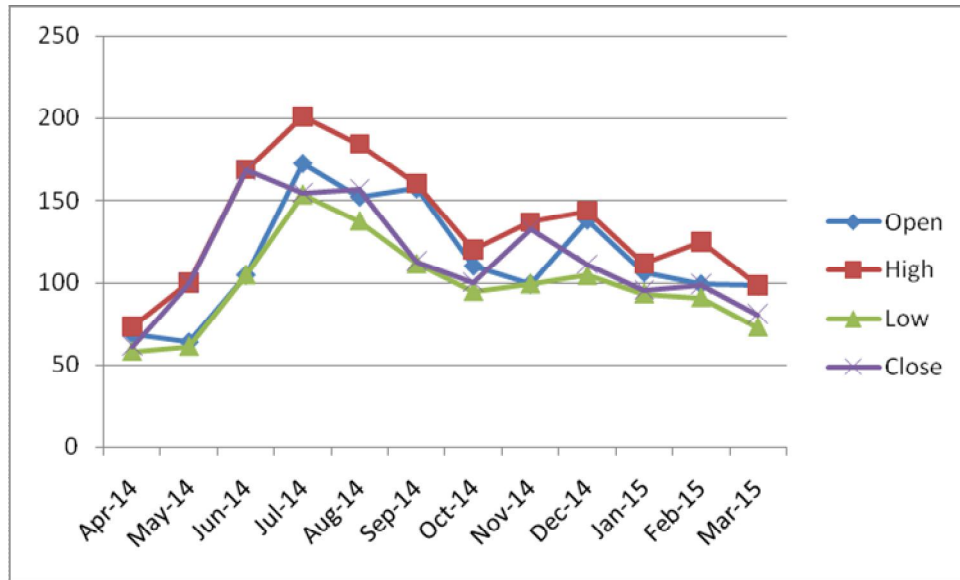
iii.	<b>Date of Book Closure</b>	24 <sup>th</sup> September 2015 till 30 <sup>th</sup> September 2015 (both days inclusive)
iv.	<b>Listing on Stock Exchanges</b>	Bombay Stock Exchange Limited.
v.	<b>ISIN Number for CDSL/NSDL</b>	INE631B01020
vi.	<b>BSE Scrip Code</b>	501827
vii.	<b>Registrar and Transfer Agents</b>	<b>Bigshare Services Private Limited</b> E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai – 400 072. Tel/Fax: 022-28470652/28475207 Website: www.bigshareonline.com
viii.	<b>Registered Office</b>	Unit no: B-5, Ganjawala Shopping Center, S.V.P Road, Borivali West, Mumbai-400092. Email: cprclimited@gmail.com Website: www.thecentralprovincerailways.com TelNo.022-28935838

**xi. Listing of Equity Shares:**

The securities of your Company are listed at BSE and securities of the Company have been suspended on the BSE. The matter is under the proceeding with the Securities Appellate Tribunal.

**x. Market Price Data: High, Low during each month during the last financial year:**

Month*	Price of The Central Province Railways Company Ltd. on Bombay Stock Exchange Limited (Price in Rs.)			
	Open	High	Low	Close
Apr-14	69.00	73.00	58.05	61.05
May-14	64.10	99.60	61.10	99.60
Jun-14	104.55	168.65	104.55	168.65
Jul-14	172.00	201.25	153.45	154.70
Aug-14	152.00	184.15	137.50	156.95
Sept-14	156.90	160.00	111.20	112.90
Oct-14	110.00	119.85	94.55	100.15
Nov-14	99.10	136.90	99.00	133.00
Dec-14	137.90	143.60	104.20	111.00
Jan-15	106.00	111.55	93.20	95.15
Feb-15	99.00	124.45	91.00	98.85
Mar-15	97.95	97.95	73.00	80.65



Share Prices During the Financial Year under Review

**xi. Buy-Back of Shares:**

There was no buy-back of shares during the year under review.

**xii. Share Transfer System:**

All the transfer received are processed by the Share Transfer Agent – **Bigshare Services Private Limited,**

E-3, Ansa Industrial Estate,

Saki Vihar Road, Sakinaka, Mumbai – 400 072.

Tel/Fax: 022-28470652/28475207

Website: [www.bigshareonline.com](http://www.bigshareonline.com) and approved by the Board/Committee and returned well within the stipulated period from the date of receipt.

**xiii. Distribution Of Shareholding As On 31.03.2015:**

Distribution of Shares	No. of Shareholders	Percentage to Total No. of Shareholders	Share Amount	Percentage to total Share Capital
01- 5000	2722	91.7734	2988550	31.7931
5001-10000	144	4.8550	1081400	11.5043
10001-20000	55	1.8543	735350	7.8229
20001-30000	13	0.4383	317200	3.3745
30001-40000	9	0.3034	312130	3.3205
40001-50000	9	0.3034	411050	4.3729
50001-100000	7	0.2360	575130	6.1184
100001 - 999999999	7	0.2360	2979190	31.6935
<b>Total</b>	<b>2966</b>		<b>9400000</b>	<b>100.00</b>

**xiv. Shareholding pattern as on 31.03.2015 is as follows:**

Category	No. of Shares held	Holding Strength %
Insurance Cos./Banks	140699	14.97
Financial Institutions / Banks/Central Government/ State Government(s)	43860	4.67
NRIs	17947	1.91
Mutual Funds	0.00	0.00
Resident Indians/other public shareholding	592013	62.98
Bodies Corporate (Non Institution)	88011	9.36
Promoters/Directors and their relatives	57470	6.11
<b>Total</b>	<b>94,00,000</b>	<b>100.00</b>

**xv. Dematerialization of shares**

The total equity share Capital of the Company is 94,00,000 as on 31st March 2015, of which 501722 equity shares i.e. 53.37% of the total paid up equity capital are traded in electronic form. Further from total electronically traded shares 334187 Equity shares were held in electronic form with National Securities Depository Limited (NSDL) and 167535 Central Depository Services (India) Limited (CDSL) and remaining 438278 Equity shares are in Physical form. All the demat requests were generally processed and confirmed within 7 days of receipt.

**xvi. Address for correspondence:****THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED**

Unit No. B-35, Ganjawala Shopping Center

S. V. P. Road, Borivali West ,Mumbai-400092.

Shareholders correspondence may be directed to the Company's Registrar and Share Transfer Agents whose address is given below:

**Bigshare Services Private Limited,**

E-3, Ansa Industrial Estate,

Saki Vihar Road, Sakinaka,

Mumbai – 400 072.

Tel/Fax: 022-28470652/28475207

Website: www.bigshareonline.com

**xvii. Secretarial Audit Report**

As stipulated by the Securities and Exchange Board of India, Secretarial Audits have been carried out, by Firm of Practicing Company Secretary, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the board of directors. The audit, inter alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

**5. Declaration under Clause 49(I)(D) of the Listing Agreement for compliance with the Code of Conduct**

In terms of the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges, it is hereby declared that the Members of the Board of Directors of the Company have affirmed the compliance with the Code of conduct for the year ended 31<sup>st</sup> March, 2015.

**Registered Office:**

Unit No. B-35, For  
Ganjawala Shopping Center  
S.V.P. Road, Borivali West  
Mumbai-400092.

**By Order of the Board of Directors**

The Central Province Railways Co.Ltd  
Sd/-  
Mr.AmitKumar Rander  
(Director)

**Chief Executive Officer (CEO) & Chief Financial Officer (CFO) Certificate**

We, Mr. Haresh Atmaram Bhojwani , Whole Time Director & Chief Executive Officer and Mr.Govind Attal Chief Financial Officer of The Central Province Railways Company Limited to the best of our knowledge and belief hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and:
  - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - II. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and steps taken or proposed to be taken to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Registered Office:**  
Unit No. B-35, For  
Ganjawala Shopping Center  
S.V.P. Road, Borivali West  
Mumbai-400092.

**By Order of the Board of Directors**  
The Central Province Railways Co.Ltd  
Sd/-  
Mr.AmitKumar Rander  
(Director)



**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE REPORT**

To,

The Members of

The Central Province Railways Company Limited

We have received and examined the compliance of conditions of Corporate Governance by The Central Province Railways Company Limited for the financial year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement entered in to by the Company with Stock Exchanges in India.

The Compliance of the conditions of Corporate Governance is the responsibility of the Company's management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In my opinion and to best of my knowledge & information and according to the explanations given to me, we hereby certified that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement entered into by the company with Stock Exchange.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Mumbai**

**Date:28<sup>th</sup> May 2015**

**For S.B.JAJOO & CO,**

Chartered Accountants

Firm Reg.No : 125915W

Sd/-

(Sanrosh.B.Jajoo)

Proprietor

Membership No.118622

**FORM MR-3**

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**Secretarial Audit Report****For the Financial year ended 31<sup>st</sup> March 2015**

To,  
The Members,  
The Central Province Railways Company Limited  
Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to the good corporate practices by The Central Province Railways Company Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts and statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the auditing period covering the financial year ended on 31<sup>st</sup> March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board Process and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> March 2015 according to the provisions of:

1. The Companies Act, 2013 and rules made there under;
2. The Securities Contract (Regulation) Act, 1956 and rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules made there under to the extent of Foreign Direct Investment, Overseas Direct Investments, External Commercial Borrowings;

5. The following regulations and guidelines prescribed under the Securities Exchange Board of India (SEBI) Act, 1992 (the Act):
- a. The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - b. The SEBI (Prohibition of Insider Trading) Regulations, 1992;
  - c. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e. The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The SEBI (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client;
  - g. The SEBI (Delisting of Equity Shares) Regulations, 2009;
  - h. The SEBI (Buyback of Securities) Regulations, 1998.

I have also examined compliance with the applicable clause of the following:

1. Secretarial Standards issue by the Institute of Company Secretaries of India;
2. The Listing Agreements entered into by the Company with Bombay Stock Exchange,

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- i) Pursuant to Section 203 read with Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has failed to appoint Company Secretary in whole time employment of the Company.
- ii) Pursuant to Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has not appointed the Chief Financial Officer of the Company.
- iii) Pursuant to Section 121 (1) & (2) of the Companies Act, 2013 read with Rule 31(2) of the Companies (Management and Administration) Rules, 2014, the Company has not filed the Report on the Annual General Meeting of the Company for the financial year ended 31st March 2014 in form MGT-15 with the Registrar of Companies, Mumbai;

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of executive directors, non executive directors and Independent directors. There were no changes in the composition of the Board during the year under review.

Adequate notice is given to all the directors to schedule the Board meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through while the dissenting members' views are captured and recorded as the part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the reporting period, there have been no specific events or actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Date: 12<sup>th</sup> August 2015**

**Place: Navi Mumbai**

**For H V Gor & Co,  
Practicing Company Secretaries**

**Sd/-**

**Mr. Harsh Vijay Gor**

**Proprietor**

**ACS No: 38377/CP NO:14269**

**MANAGEMENT DISCUSSION & ANALYSIS**

Director are pleased to present the Management Discussion and Analysis Reports for the year ended March 31, 2015 as under:

➤ **Overview :**

Overall political stability in India will open new opportunities for various sectors of industries.

➤ **Industry Structure:**

With the Foreign inflow of Funds in the Indian Railways, the Industry looks forward for major turnaround and growth in all aspects of industry.

➤ **Opportunities and Threat**

▪ **Opportunities**

With the Foreign inflow of Funds in the Indian Railways, the Industry looks forward for major turnaround and growth in all aspects of industry.

▪ **Threat**

The continued losses and halted operations of the Company causes a threat reenter the business but Directors and Management of the Company are hopeful to overcome the threat and commence the operations of the Company with new energy and Zest.

➤ **Business operations:**

The Central Railway had demanded a sum of Rs.18.72 Crores in December 2002 towards repairs, rehabilitation, renewals and replacements of the railway assets. During the year also the dispute remains unresolved.

The Company has disowned the liability on the ground that these liabilities being in the nature of replacement are to be borne by the Central Railway, as per the Contracts. But in spite of disowning the liability by your Company, the Central Railway has adjusted an amount of Rs.21,008,596/- being the railway earnings of your Company for the period from October, 2002 to 31st March, 2015. Hence, your Company thought it proper and as an abundant caution and not to harm the interest of shareholders of the Company and therefore decided not to include the said Income from railways amounting to Rs. 8,96,476/- in the Accounts for the year ended 31st March, 2015.

▪ **Segment-wise or product-wise performance.**

The Company has only one segment hence no details required to be disclosed under this head.

➤ **Out Look**

With the better political stability and proposed FDI in the Indian railways, the budget announced more than Rs 96,000 crore of investment on 77 projects. These include 9,400 km of new railway lines along with their electrification. This is Prabhu's most ambitious target as it also partially tries to clear up the backlog of more than 360 projects that have been stuck due to dearth of financing for several years. the

Directors and Management of the Company are hopeful to commence the operations of the Company with new energy and Zest.

➤ **Internal control System**

The Company has not carried on any operations during the year but the Company has an adequate internal control system commensurate with the size of the company and the nature of its business which ensures that functioning of the Company is managed efficiently and effectively, assets are safeguarded, regulatory compliances are complied with and transactions are recorded after appropriate authorization. After constitution of the Audit Committee, Company is confident of that Audit Committee will ensure due internal control procedures pertaining to financial reporting and that they have disclosed to the auditors, and the Board, deficiencies in the design or operation of such internal controls, if any, which they find during their review and the steps to be recommended to the Board for rectification of these deficiencies.

➤ **Human relations**

The Company did not have any employee during the year under review and hence, no reporting required under this head.

➤ **Forward Looking and Cautionary Statements:**

Management Discussion and Analysis contains forward-looking statements concerning the Company's future plans, strategies, and performance.

The government will also award contracts to build 750 km of freight corridor railway lines. This is being funded by the Japanese International Cooperative agency (JICA) and the World Bank. System contracts for 1,300 km will also be awarded.

The budget also announced the largest route electrification drive that the railways has ever undertaken. "The increase in capital expenditure shows that railways is the priority area for this government, are subject to a number of risks and uncertainties that, without limitation, relate to economic conditions, fierce competition in the information service industry, customer demand, tax rules, regulations, and other factors. Readers of this annual report are cautioned not to place undue reliance on these forward-looking statements. The Company therefore wishes to caution readers that actual results may differ materially.

**Registered Office:**

**Unit No. B-35, Ganjawala Shopping Center,**

**S.V. P. Road, Borivali West,**

**MUMBAI- 400092**

**Dated :31<sup>st</sup> August 2015**

**By Order of the Board of Directors**

**ForTheCentralProvinceRailwaysCo.Ltd**

**Sd/-**

**Mr. Amit Kumar Rander**

**DIRECTOR**

**INDEPENDENT AUDITOR'S REPORT****TO,****THE MEMBERS OF THE CENTRAL PROVINCES RAILWAYS COMPANY LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **The Central Provinces Railways Company Limited** ("the Company"), which comprise the Balance Sheet as at 31/03/2015, the Statement of Profit and Loss, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control

relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31/03/2015, and its Loss and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the companies (Auditor's Report) Order 2015 ("the order") issued by the central government of India in terms of sub-section (11) of Section 143 of the Act, we give in the annexure a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31/03/2015 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company did not have any pending litigations on its financial position in its financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. The Company does not required to be transferred fund to the Investor Education and Protection Fund.

**For S B JAJOO & CO.**

chartered accountants

FRN: 125915W

Sd/-

Santosh B Jajoo

Proprietor

Membership No: 118622

Place: Mumbai

Date: 28.05.2015

**Annexure to the Independent Auditors' Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**(1) In Respect of Fixed Assets**

(a) No records are available for Fixed Capital Expenditure on Railway Construction account as shown in schedule No. 5 annexed to Balance Sheet which is in possession and control of the Central Railway.

(b) Physical verification could not be conducted by the management of fixed Assets under railway construction account since the assets are in possession and control of the Central Railway and hence discrepancies, if any are not presently ascertainable.

(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.

**(2) In Respect of Inventory**

(a) As explained to us, shares are held as stock in trade which treated as inventories which have been physically verified during the year by the management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.

**(3) Loans and advances to parties covered under section 189**

In our opinion and according to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured to/ from the companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013;

The company not granted or taken any loans from parties covered in the register maintained under Section 189 hence clause 3 (a) and 3 (b) is not applicable.

**(4) Internal Control in reference to Purchase of Inventory and Fixed Assets and whether there is continue failure of Internal control**

In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed

**(5) Rules followed while accepting Deposits**

No deposits within the meaning of Sections 73 to 76 or any other relevant provision of the Act and rules framed thereunder have been accepted by the Company.

**(6) Maintenance of cost records**

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (I) of section 148 of the Companies Act.

**(7) According to the information and explanations given to us in respect of statutory dues**

(a) According to the records of the company, undisputed statutory dues including Income-tax & other material statutory dues to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax & other material statutory dues which have not been deposited on account of any disputes.

(c) The Company does not required to transfer fund to the Investor Education and Protection Fund.

**(8) Company which has been registered for a period less than five years and accumulated losses are more than 50% of Net worth, Reporting of cash Losses**

The Company is a potentially Sick Company under clause (o) of Section 3 of Sick Industrial Companies (Special Provisions) Act, 1985 since the accumulated losses of the Company exceed 50% of the Net worth of the Company. Further the company has incurred cash losses in current year & immediately preceding year.

**(9) Default in Repayment of Loans taken from Bank or Financial Institutions**

The company has not taken any loans from Bank or Financial Institutions

**(10) Terms for Loans and Advances from Banks or Financial Institutions prejudicial to the interest of the company**

The company has not taken any loans from Bank or Financial Institutions, thus this clauses is not applicable.

**(11) Application versus purpose of Term Loan.**

During the year, the Company has not taken any term loans..

**(12) Reporting of Fraud During the Year Nature and Amount**

According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

For S B Jajoo & Co.  
chartered accountants  
FRN: 125915W  
Sd/-  
Santosh B Jajoo  
Proprietor  
Membership No: 118622  
Place: Mumbai  
Date: 28.05.2015

**Balance Sheet as at 31st March 2015**

Particulars	Note No.	As at		As at	
		31st March 2015	31st March 2014	31st March 2015	31st March 2014
		Rupees	Rupees	Rupees	Rupees
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' Funds</b>					
(a) Share Capital	1	9,400,000		9,400,000	
(b) Reserves and Surplus	2	(15,747,303)		(14,367,329)	
			<b>(6,347,303)</b>		<b>(4,967,329)</b>
<b>(2) Current Liabilities</b>					
(a) Short-term borrowings	3	16,800,000		35,800,000	
(b) Other current liabilities	4	28,090		59,066	
			<b>16,828,090</b>		<b>35,859,066</b>
<b>TOTAL</b>			<b>10,480,787</b>		<b>30,891,737</b>
<b>II. ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Fixed assets	5				
(i) Tangible assets		5,158,370		5,158,370	
(ii) Capital work-in-progress		1,961,482		1,961,482	
		7,119,852		7,119,852	
(b) Other non-current assets	6	2,699,407		2,699,407	
			<b>9,819,259</b>		<b>9,819,259</b>
<b>(2) Current assets</b>					
(a) Inventories	7	335,802		942,618	
(b) Cash and cash equivalents	8	325,726		129,860	
(c) Short-term loans and advances	9	-		20,000,000	
			<b>661,528</b>		<b>21,072,478</b>
<b>TOTAL</b>			<b>10,480,787</b>		<b>30,891,737</b>

Significant accounting policies 15

Notes on financial statements 1 to 23

The accompanying notes are integral part of the financial statements

In accordance with our report attached

**For S B JAJOO & CO**

Chartered Accountants

Firm number: 125915W

Sd/-

**Santosh Jajoo**

Proprietor

Membership No.118622

Place : Mumbai

Date : 28/05/2015

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

The Central Provinces Railway Company Limited

Sd/-

**Amit Rander**

Director

Sd/-

**Shivanand Hemmady**

Director

THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED 105th Annual Report  
**Statement of Profit and Loss for the year ended 31st March, 2015**

Particulars	Note No.	For the Year Ended March 31, 2015 Rupees	For the Year Ended March 31, 2014 Rupees
<b>I. Revenue from operations</b>		NIL	NIL
<b>II. Other Income</b>	10	NIL	800,129
<b>III. Total Revenue (I + II)</b>		<u>-</u>	<u>800,129</u>
<b>IV. Expenses:</b>			
(a) (Increase) / decrease in inventories	11	606,816	1,528,252
(b) Employee benefits expenses	12	20,000	-
(c) Other expenses	13	753,159	168,930
<b>Total Expenses</b>		<u>1,379,975</u>	<u>1,697,182</u>
<b>V. Profit/(Loss) for the period (III - IV)</b>		<u>(1,379,975)</u>	<u>(897,053)</u>
<b>VI. Earning per equity share:</b>	14		
(i) Basic		(1.47)	(0.95)
(ii) Diluted		(1.47)	(0.95)
Significant accounting policies	15		
Notes on financial statements	1 to 23		
The accompanying notes are integral part of the financial statements			

In accordance with our report attached

**For S B JAJOO & CO**

Chartered Accountants  
Firm number: 125915W  
Sd/-

**Santosh Jajoo**

Proprietor  
Membership No.118622

**Place : Mumbai**

**Date : 28/05/2015**

For and on behalf of the Board of  
The Central Provinces Railway Company Limited

Sd/-  
**Amit Rander**  
Director

Sd/-  
**Shivanand Hemmady**  
Director

## Cash flow statement for the year ended March 31, 2015

Particulars	For the Year Ended March 31, 2015 Rupees	For the Year Ended March 31, 2014 Rupees
<b>Cash flows from operating activities</b>		
Net Profit/(Loss) before taxation	(1,379,975)	(897,053)
Adjustments for:		
Balances written off	-	(800,129)
		(800,129)
<b>Operating Profit / (Loss) before Working Capital Changes</b>	<b>(1,379,975)</b>	<b>(1,697,182)</b>
Adjustment For :		
(Increase) / Decrease in Trade Receivables	-	95,193
(Increase) / Decrease in Inventories	606,816	1,528,252
(Increase) / Decrease in Short-term loans and advances	20,000,000	(18,000,000)
Increase / ( Decrease ) in Other Current Liabilities	(30,976)	(80,197)
	20,575,840	(16,456,752)
<b>Net cash from operating activities (A)</b>	<b>19,195,865</b>	<b>(18,153,934)</b>
<b>Cash flows from investing activities (B)</b>	<b>-</b>	<b>-</b>
<b>Cash flows from financing activities</b>		
Repayment of short term borrowings	(19,000,000)	18,265,101
<b>Net cash from financing activities (C)</b>	<b>(19,000,000)</b>	<b>18,265,101</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>195,865</b>	<b>111,167</b>
<b>Cash and cash equivalents at beginning of reporting period</b>	<b>129,860</b>	<b>18,693</b>
<b>Cash and cash equivalents at end of reporting period</b>	<b>325,726</b>	<b>129,860</b>

**Cash & Cash equivalents:**

Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments. Cash and cash equivalents included in the statement of cash flows comprise the following amounts in the balance sheet:

Particulars	As at 31st March 2015 Rupees	As at 31st March 2014 Rupees
Cash in hand	126,984	33,923
Balance with Banks		
- in Current Account	198,742	95,937
<b>Cash &amp; Cash Equivalents as at the end of the year</b>	<b>325,726</b>	<b>129,860</b>

**Notes:**

- 1) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow Statements".
- 2) Previous Year's figures have been reclassified to conform to current year's presentation.

In accordance with our report attached

**For S B JAJOO & CO**

Chartered Accountants  
Firm number: 125915W

Sd/-

**Santosh Jajoo**

Proprietor

Membership No.118622

Place : Mumbai

Date : 28/05/2015

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

The Central Provinces Railway Company Limited

Sd/-

**Amit Rander**

Director

Sd/-

**Shivanand Hemmady**

Director

## Notes on financial statements

## Note 1 : Share Capital

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of shares	Rupees	No. of shares	Rupees
<b>Authorized:</b>				
Equity Shares of Rs. 10/- each	2,000,000	20,000,000	2,000,000	20,000,000
			<b>2,000,000</b>	<b>20,000,000</b>
<b>Issued, subscribed and fully paid up:</b>				
Equity Shares of Rs. 10/- each	940,000	9,400,000	940,000	9,400,000
	<b>940,000</b>	<b>9,400,000</b>	<b>940,000</b>	<b>9,400,000</b>

## Rights &amp; restriction attached to equity shareholders

The Company has only one class of equity shares having a face value of Rs. 10/- each. Every Shareholder is entitled for one vote per share. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

## Reconciliation of the number of Shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of shares	Value of Shares	No. of shares	Value of Shares
Number of equity shares at the beginning of the year	940,000	9,400,000	940,000	9,400,000
Add : Number of additional equity shares issued & subscribed during the year	-	-	-	-
Number of equity shares outstanding at the end of the year	<b>940,000</b>	<b>9,400,000</b>	<b>940,000</b>	<b>9,400,000</b>

## Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company :

Name of Shareholders	As at 31st March 2015		As at 31st March 2014	
	No. of shares	% of Holdings	No. of shares	% of Holdings
a) Life Insurance Corporation of India Ltd.	140,699	14.97	140,699	14.97
b) S. G. Glass Works P. Ltd.	54,310	5.78	54,310	5.78

## Note 2 : Reserves and Surplus

Particulars	As at 31st March 2015		As at 31st March 2014	
	Rupees		Rupees	
<b>Profit &amp; Loss Account :</b>				
Opening Balance		(14,367,329)		(13,470,276)
Add: Profit/ (Loss) for the Year		(1,379,975)		(897,053)
<b>Closing Balance</b>		<b>(15,747,303)</b>		<b>(14,367,329)</b>

## Note 3 : Short-term borrowings

Particulars	As at 31st March 2015		As at 31st March 2014	
	Rupees		Rupees	
<b>Unsecured</b>				
From Others		16,800,000		35,800,000
<b>Total</b>		<b>16,800,000</b>		<b>35,800,000</b>

## Note 4 : Other current liabilities

Particulars	As at 31st March 2015		As at 31st March 2014	
	Rupees		Rupees	
Sundry Creditor for Expenses		28,090		59,066
<b>Total</b>		<b>28,090</b>		<b>59,066</b>

## Note 5 : Fixed assets

Particulars	As at 31st March 2015		As at 31st March 2014	
	Rupees		Rupees	
(a) Fixed assets				
(i) Tangible assets		5,158,370		5,158,370
(ii) Capital work-in-progress		1,961,482		1,961,482
<b>Total</b>		<b>7,119,852</b>		<b>7,119,852</b>



**Note 6 : Other non-current assets**

Particulars	As at 31st March 2015 Rupees	As at 31st March 2014 Rupees
Others	2,581,155	2,581,155
Balances with Tax authorities	118,252	118,252
<b>Total</b>	<b>2,699,407</b>	<b>2,699,407</b>

**Note 7 : Inventories**

Particulars	As at 31st March 2015 Rupees	As at 31st March 2014 Rupees
Shares *	335,802	942,618
<b>Total</b>	<b>335,802</b>	<b>942,618</b>

\* Inventories, have been valued at lower of cost or market value

**Note 8 : Cash and cash equivalents**

Particulars	As at 31st March 2015 Rupees	As at 31st March 2014 Rupees
Cash in hand	126,984	33,923
<u>Balance with Banks</u>		
- in Current Account	198,742	95,937
<b>Total</b>	<b>325,726</b>	<b>129,860</b>

**Note 9 : Short-term loans and advances**

Particulars	As at 31st March 2015 Rupees	As at 31st March 2014 Rupees
Loans & Advances (Unsecured)	-	20,000,000
<b>Total</b>	<b>-</b>	<b>20,000,000</b>

**Note 10 : Other Income**

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Other Income	-	800,129
<b>Total</b>	<b>-</b>	<b>800,129</b>

**Note 11 : (Increase)/decrease in inventories**

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Inventories at the end of the year:	335,802	942,618
Inventories at the beginning of the year:	942,618	2,470,870
<b>Net (increase) / decrease</b>	<b>606,816</b>	<b>1,528,252</b>

**Note 12 : Employee benefits expenses**

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Director's Remuneration	20,000	-
<b>Total</b>	<b>20,000</b>	<b>-</b>

**Note 13 : Other expenses**

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Advertisement Expenses	28,910	-
Printing & Stationery	41,751	-
Communication Expenses	13,356	-
Postage & Courier Charges	24,181	217
Conveyance	11,914	-
Depository & Other Expenses	30,648	17,135
Stock Exchange Fees	224,720	17,824
Legal & Professional Expenses	209,464	96,724
Office Expenses	64,043	6,220
Office Rent	60,000	-
Bank Charges	2,126	2,553
R.O.C Expenses	10,900	-
Website Maintenance	3,034	-
Interest on TDS	22	167
<b>Auditors Remuneration :</b>		
Audit Fees	28,090	28,090
<b>Total</b>	<b>753,159</b>	<b>168,930</b>

**Note 14 : Earnings per share**

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Profit After Tax for the year	(1,379,975)	(897,053)
Profit Attributable to Equity Share Holders (A)	(1,379,975)	(897,053)
Weighted Average Number of Equity Shares for Basic and Diluted		
EPS (Nos.)(B)	940,000	940,000
Nominal Value of Equity Shares (Rs.)	10	10
<b>Basic and Diluted EPS (A/B)</b>	<b>(1.47)</b>	<b>(0.95)</b>

## Sub - Schedule to Note 5 : Fixed Assets

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	Balance as at 1st April 2014	Additions for the year	Deductions during the year	Balance as at 31st March 2015	Balance as at 1st April 2014	For the year	Disposals	Upto 31st March 2015	Balance as at 31st March 2015	Balance as at 31st March 2014
<b>Tangible Assets</b>										
Building	808,906	-	-	808,906	-	-	-	-	808,906	808,906
Plant & Machinery	91,614	-	-	91,614	-	-	-	-	91,614	91,614
Ballast & Permanent	2,512,055	-	-	2,512,055	-	-	-	-	2,512,055	2,512,055
Bridge Work	1,616,243	-	-	1,616,243	-	-	-	-	1,616,243	1,616,243
Electric Work	6,877	-	-	6,877	-	-	-	-	6,877	6,877
Fencing	122,675	-	-	122,675	-	-	-	-	122,675	122,675
Capital Work-in-Prog	1,961,482			1,961,482	-	-	-	-	1,961,482	1,961,482
<b>Current Year</b>	<b>7,119,852</b>	<b>-</b>	<b>-</b>	<b>7,119,852</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,119,852</b>	<b>7,119,852</b>
<b>Previous Year</b>	<b>7,119,852</b>	<b>-</b>	<b>-</b>	<b>7,119,852</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,119,852</b>	<b>7,119,852</b>

**Note 15: Significant Accounting Policies & Notes on financial statements****i. Business**

The Central Provinces Railways Company Limited is public limited listed company. The Company operates in the business of transportation through railways & Trading business.

**ii. Income**

- a) Financial statements are prepared under historical cost convention on accrual basis in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.
- b) Income from Railway represents the net earnings received from Central Railway in terms of the Contracts for the Construction and Working of the Ellichipur Murtajapur Yeotamal Railway and Pulgaon-Arvi Railway.
- c) Income from Central Railways shown in their books of accounts is Rs. 8,96,476 /- (Rs. 738,972/-) as certified by the management, being the Company's share of income for the period 01.04.2014 to 31.03.2015 has been adjusted by the Central Railway against expenditure claimed to have been incurred by them for and on account of the company's liability towards repairs, rehabilitation, renewals & replacements of the railway assets. The Company has disowned the liability on the ground that these liabilities being in the nature of replacement are to borne by the Central Railway, as per the contract. However, the Company has thought it is prudent not to account for the aforesaid amount of Rs. 8,96,476/- (Rs. 738,972/-) adjusted in the aforesaid manner by Central Railway. In the past also company has followed this policy of recognition of revenue and there is no change in the policy on this account.

**iii. Inventories:**

Shares held are considered as stock-in-trade; in case of quoted shares the same are valued at lower of cost & market value.

**iv. Fixed Assets**

Fixed assets are stated at historical cost of acquisition less depreciation.

**v. Depreciation**

Under the terms of the agreement with the Government, the working agency namely Central Railway, is responsible for maintaining and renewing the railway. The assets shown as fixed capital expenditure on railway construction account in Schedule '5' annexed are in the physical possession of the Central Railway. In view of the legal opinion obtained in the past that the extent of depreciation under Section 205 and 350 of the Companies Act, 1956 in respect of these assets is nil, the Company has, consistent with the past practice not provided for any depreciation on these assets. However, the Central Railway have in their letter addressed to the Company raised various legal issues such as liability of the Company for certain expenditure incurred by them, provision for depreciation in respect of the assets in their possession etc. The Company is seeking legal opinion in the matter. The issues when resolved may have impact on various items disclosed in the accounts.

**vi. Revenue Recognition**

All income and expenditure items having a material bearing on the financial statement are recognized on accrual basis.

**vii. Provisions and Contingencies**

A provision is recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are neither recognized nor disclosed in the financial statements.

**viii. Privilege Leave Encashment**

Employees are entitled to accumulate their privilege leave within specified limit and can claim encashment thereof while in service or on separation or superannuation or otherwise. This is not treated as a specific retiral benefit and the cost thereof is accounted for, in the year of its payment.

**ix. Taxes on Income**

- a) Provision for is made on the basis of the estimated taxable income as per the provisions of the Income Tax Act,1961 and the relevant Finance Act, after taking into consideration judicial pronouncements and opinions of the Company's tax advisors.
- b)Deferred tax is recognized, subject to the consideration of prudence on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**x. Impairment of Assets**

Where carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value is use determined by the present value of estimated future cash flow.

**Note 16:** The Company does not owe any sum to Small Scale Industrial Undertakings.

**Note 17:** During the year the Company had filed the petition for reduction of its share capital from 9,40,000 equity shares of Rs. 10/- each to 5,64,000 equity share of Rs. 10 each to reduce its accumulated losses of Rs. 88,36,000/- out of total loss Rs. 1,43,67,329/- as on 31<sup>st</sup> March 2014.

**Note 18: Contingent Liabilities**

Contingent Liabilities have been not provided in the books of accounts for the balance claim on 01.04.2014 amounting to Rs. 2,36,97,942/- by Central Railway as regards to the Capital Expenditure which have been incurred by central railway in the year 2003 on behalf of the company. Central Railway adjusted the share of income accrued for the current financial year of Rs 8,96,476/- being the Company's share of income adjusted by them and not treated by the Company as income. The balance claim amount as on 31.03.2015 is Rs. 2,28,01,466/-.

As per the terms of agreement between the Company and the then Secretary of State for, the Construction and Working of Ellichipur Murtajapur Yeotamal Railway and Pulgaon-Arvi Railway the said Secretary of State (now the Railway Board) has a right to terminate the contract by purchasing the assets of the Company at a price which shall not be less then the total capital cost incurred by the Company. In view of the said contract, no provision for depreciation or impairment of asset is deemed necessary.

**Note 19: Related Party Disclosure**

Related Party Disclosure under AS-18 issued by the Institute of Chartered Accounts of India. The Management has informed that all the transactions entered during the previous year with various parties do not fall within the purview of the Accounting standard 18 "Related Party

Transaction" issued by the Institute of Chartered Accountants of India.

**Note 20: Statutory information**

Particulars	As at 31st March 2015	As at 31st March 2014
a. Managerial remuneration (sitting fees)	20000	Nil
b. Remuneration to Auditors	28090	28090
c. Expenditure in Foreign	Nil	Nil
d. Currency Earnings in Foreign Currency	Nil	Nil

**Note 21:** No provision for Contingent Liabilities, if any has been made in these accounts.

**Note 22:** Figures have been rounded off to the nearest rupee.

**Note 23:** Previous year's figures have been regrouped & rearranged wherever necessary.

**As per my report of even date**

**For S B Jajoo & Co.**

Chartered Accountants

Sd/-

Santosh B Jajoo

Proprietor

M.No.118622

Place:Mumbai

Date:28.05.2015

**For and on Behalf of the Board**

**The Central Provinces Railways Co. Ltd**

Sd/-

Amit Rander

Director

Sd/-

Shivanand Hemmady

Director

**THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED.**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Reg.FolioNO \_\_\_\_\_ Name of Shareholder \_\_\_\_\_  
D.P.I.D\* \_\_\_\_\_ Client ID\* \_\_\_\_\_  
Email ID: \_\_\_\_\_

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address: ,.....E-mail Id:.....Signature:....., or failing him

2. Name: .....

Address: ,.....E-mail Id:.....Signature:....., or failing him

3. Name: .....

Address: ,.....E-mail Id:.....Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 30<sup>th</sup> day of September 2015 At 10.30 a.m. at Mangalya Bhavan, Link Road,Off Yogi Nagar,Borivali(West),Mumbai-400092, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Item No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.		
2.	Re-appointment of Mr. Haresh Bhojani as Director liable to retire by rotation		
3.	Re-appointment of M/s. S. B. Jajoo & Co, Chartered Accountants, as Auditors of the Company.		
4.	To appoint Ms. Rupali Ganpat Kadam as Independent Director of the Company		

Signed this..... day of..... 2015

Affix  
Re. 1/-  
Revenue

Signature of the shareholder \_\_\_\_\_

[Signature of Proxy] \_\_\_\_\_

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED**

---

**ATTENDANCE SLIP**

**Annual General Meeting**

Reg.FolioNO\_\_\_\_\_ Name of Shareholder\_\_\_\_\_

D.P.I.D\* \_\_\_\_\_ Client ID\* \_\_\_\_\_

Email ID: \_\_\_\_\_

I/We hereby record my/our presence at the Annual General Meeting of the company being held on 30<sup>th</sup> September 2015 at, Mangalya Bhavan, Link Road,Off Yogi Nagar,Borivali(West),Mumbai-400092,10.30 A.M.

Signature of the shareholder(s), / Proxy/

Representative\_\_\_\_\_

Note:

1) Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the Venue.

**BOOK POST**

If undelivered please return to:

**THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED**

Regd. Office:Unit no.35/B,Building no.01,Ganjawala Shopping Center,  
S.V.P Road,Borivali(west),Mumbai-400092.

Email Id:-cprclimited@gmail.com

Phone No. 022-28935838.