

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:

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

Directors Remuneration/ Compensation:

Sr No.	Name of the Director	Designation	Sitting Fees Rs.	Salaries, Commission Etc.	Total
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:

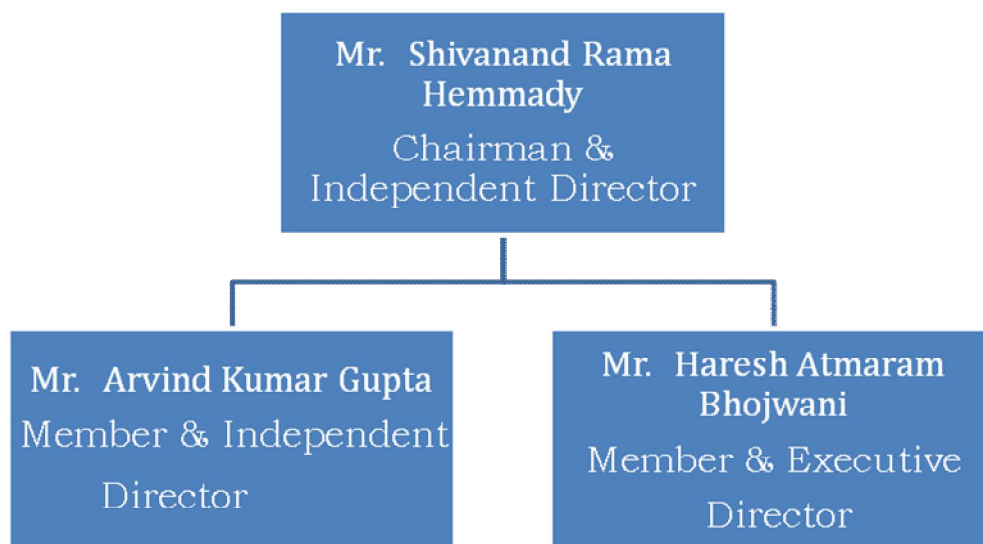
The Audit Committee comes into force. to comply with the provisions of the Corporate Governance of Listing Agreement which will bring more and more transparency and efficiency in the Board Procedures and in the operations of the Company

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:

DATES	MATTERS TAKEN UP IN THE MEETING
29 th May, 2014	Approval of drafted audited financial results for quarter ended March 31 st 2014 Review and approval of Annual Accounts. Approval Of The Auditors Report On The Annual Accounts For The Year Ended 31 st March 2014
07 th August, 2014	Consideration of the Draft Un-Audited Financial Results for the Quarter ended June 30 th , 2014 Limited review report
05 th November 2014	Consideration of the Draft Un-Audited Financial Results for the Quarter ended September 30 th , 2014 Limited review report Review of internal control system
04 th February 2015	Consideration of the Draft Un-Audited Financial Results for the Quarter ended December 31 st , 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 13th 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.

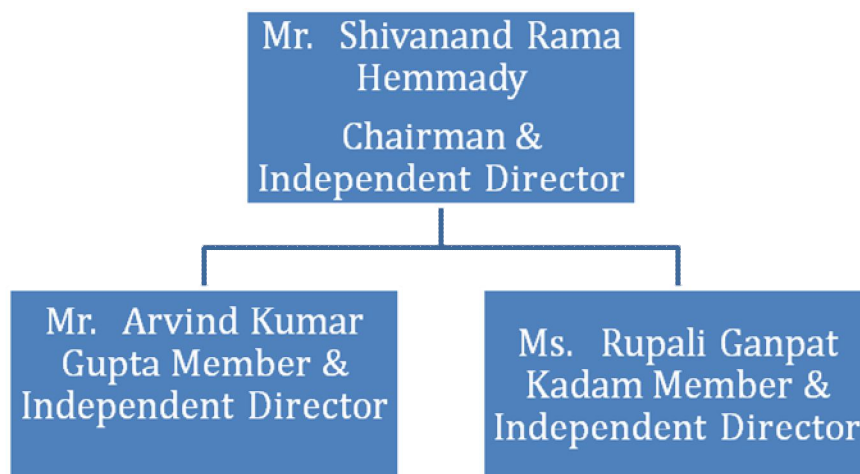
❖ The role of the remuneration committee primarily includes the following:-

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 14th August, 2014

C) STAKEHOLDERS RELATIONSHIP COMMITTEE

On 14th 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.

- 29th May, 2014
- 7th August, 2014
- 05th November, 2014
- 04th 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 31st 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:

Name	Ms. Rupali Ganpat Kadam	Mr. Haresh Atmaram Bhojwani	Mr.Amitkumar Rander	Mr. Shivanand Rama Hemmady
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

Annexure - I	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
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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:

i.	Annual General Meeting	Date : 30 th September 2015 Time : 10.30 AM Address: Mangalya Bhavan, Link Road, off Yogoi, nagar Borivali (west), Mumbai -400092.
ii.	Financial Calendar	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

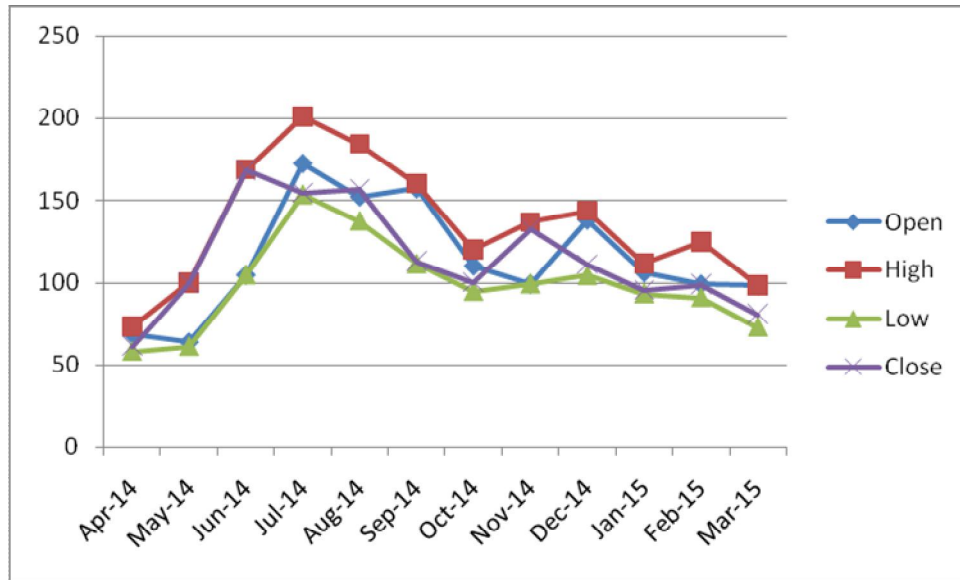
iii.	Date of Book Closure	24 th September 2015 till 30 th September 2015 (both days inclusive)
iv.	Listing on Stock Exchanges	Bombay Stock Exchange Limited.
v.	ISIN Number for CDSL/NSDL	INE631B01020
vi.	BSE Scrip Code	501827
vii.	Registrar and Transfer Agents	Bigshare Services Private Limited E-3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai – 400 072. Tel/Fax: 022-28470652/28475207 Website: www.bigshareonline.com
viii.	Registered Office	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 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
Total	2966		9400000	100.00

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
Total	94,00,000	100.00

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 31st 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)