

**THE CENTRAL PROVINCE RAILWAYS COMPANY LTD.**

**NOTICE  
OF  
EXTRA-ORDINARY GENERAL MEETING  
ON  
05<sup>th</sup> JANUARY 2015**

# Central Province Railways Company Limited

Regd Office: Unit No 35/B Building No.1, Ganjawala Shopping Center, S.V.P Road,  
Borivali (West) Mumbai 400092.  
CIN No.L45202MH1910PLC000319

## NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of the Company will be held on Monday January 05, 2015 at 11.00 am at the Maharaja,Business Hotel, Kohinoor Complex, Western Express Highway, Rawalpada, Dahisar East, On Service Road,Mumbai - 400 068. to transact the following businesses:

### 1.

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

**"RESOLVED THAT** pursuant to BSE No Objection Letter dated November 26, 2014, the provisions of Section 100 to 104 and other applicable provisions, if any, of the Companies Act, 1956, (Including any statutory re-enactment or amendment thereof), applicable provisions of Companies Act, 2013 and approval of Hon'ble High Court of Judicature of Bombay at Maharashtra ('Bombay High Court'), the Paid up Equity Share Capital of the Company be reduced from Rs.94,00,000/- divided into 9,40,000 Equity Shares of Rs.10/- each fully paid-up to Rs.4,70,000 divided into 47,000 equity shares of Rs.10/- each and that such reduction of Rs. 83,90,000/- (Rupees Eighty Three Lacs Ninety Thousand Only) be effected by cancelling 8,39,000 Equity Shares in Equity Paid up Share Capital to the extent of 95 equity shares for every 100 equity shares held which has been lost or is represented by accumulated losses of Rs.1,43,67,329/- as per the Audited accounts as on 31<sup>st</sup> March, 2014."

**"RESOLVED FURTHER THAT** in respect of fractional shares, if any, caused by reduction of capital, the same shall be rounded off to 1 (One) Equity share of Rs. 10/- each and the same would be allotted to the shareholders. Simultaneously, the increase in number of shares due to rounding off will be foregone by Mr. Tejkumar Balkrishna Ruia, one of the promoters of the Company, thus keeping the paid-up capital intact to Rs. 4,70,000/- (Rupees Four Lacs Seventy Thousand only) as on Record date which will be fixed by the Company with the approval of Statutory authorities in this regard."

**"RESOLVED FURTHER THAT** the Directors of the Company, be and are hereby severally authorised to do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental thereto for giving effect to the above resolution including but not limited to:

- (i). Settling, finalising, executing and filing all necessary documents including the petitions, affidavits, pleadings and such other documents as may be required to be filed with the Hon'ble High Court of Judicature of Bombay at Maharashtra or any other authority and such further deeds, documents and writings as may be necessary in this regard;
- (ii). Making applications to the relevant authorities or other persons for their approval to the said reduction, as may be required;
- (iii). Making such disclosures to governmental or regulatory authorities as may be required;
- (iv). Making applications, for corporate action for issue of shares giving effect to various approvals and Order of the High Court that may be passed to give effect to reduction of capital, and listing of equity shares at the Stock Exchanges where the shares of the Company listed;
- (v). Affixing the Common Seal of the Company in accordance with the provisions of the Articles of Association of the Company on any documents in connection with the above resolution, as may be required; and
- (vi). Settling all questions, difficulties or doubts that may arise in connection with the reduction of capital as it may, in its absolute discretion, deem fit."

Place: Mumbai  
Date: 2.12.2014

By Order of the Board of Directors  
Sd/-  
Managing Director  
Haresh Atmaram Bhojwani  
(DIN: 02895523)

## **NOTES:**

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. The proxy form should be lodged with the company at least 48 hours before the scheduled commencement of the meeting.

Revenue stamp should be affixed on the proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 1 mentioned in the above Notice is annexed hereto.

2. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email-ids are registered with the Company /Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

3. Members may also note that the Notice of Extra Ordinary General Meeting will also be available on the company's web-site [www.thecentralprovincerailways.com](http://www.thecentralprovincerailways.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cpclimited@gmail.com](mailto:cpclimited@gmail.com)

## **VOTING THROUGH ELECTRONIC MEANS:**

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 Extra Ordinary 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 29<sup>th</sup> December, 2014(9.00 a.m.) till 31<sup>st</sup> December, 2014(6.00 p.m.).

6. \*E-Voting shall be completed three days prior to the date of Extra Ordinary General Meeting which is scheduled to be held on 05<sup>th</sup> January, 2015.

7. The Board of Directors at their meeting have appointed Mrs. Divya Momaya, Practicing Company Secretary (Membership No. FCS No.7195) 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.

## The instructions for e-voting are as under:

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" tab.
3. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. 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 8 digits of the serial number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li><li>• In case the serial 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 serial number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.</li></ul>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant "The Central Province Railways Company Limited" on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

14. 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.

15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

17. 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.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
- The voting period begins on 29<sup>th</sup> December, 2014 (9.00 a.m.) till 31<sup>st</sup> December, 2014 (6.00p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28<sup>th</sup> November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## ANNEXURE TO THE NOTICE

### Explanatory statement pursuant to Section 102 of the Companies Act, 2013.

#### **Reduction of Share Capital of the company.**

The Company is a public limited company. It was incorporated on 11<sup>th</sup> November 1910. The existing issued and paid-up share capital of the Company is Rs. 94,00,000/- divided into 9,40,000 Equity Shares of Rs.10/- each fully paid-up.

The Company's Equity Shares are listed on BSE Ltd.

As at 31.03.2014, the Company had, an accumulated losses of Rs. 1,43,67,329/-. The Capital Reduction, which has the effect of setting off the accumulated losses to the extent of Rs. 8,93,000/- of the Company against the credit arising on the Capital Reduction, was designed to ensure that the Company balance sheet speaks true and fair view.

The reduction of capital was proposed in accordance with the provisions of Sections 100 to 104 of the Companies Act, 1956 read with Section 101(3) thereof, whereby the paid-up Equity Share Capital of the Company may be reduced and that such reduction be effected by cancelling and extinguishing up to 95 per cent of the total Paid-up Equity Share Capital of the Company.

The Company had proposed that the decision to reduce paid up equity share capital be taken pursuant to a Special Resolution passed in accordance with the provisions of Section 100 to 104 of the Companies Act, 1956 to reduce its existing paid-up Equity Share Capital.

Subsequently, Company had filed application seeking in-principle approval from BSE. It has received BSE approval vide letter no. DSC/AMAL/CS/24(f)/219/2014-15 dated 26<sup>th</sup> November, 2014. As a result, the Company has to file a petition with the Hon'ble High Court of Judicature of Bombay at Maharashtra for confirmation of the reduction resolution proposing a detailed mechanism for reduction of the paid up equity share capital of the Company.

There shall be no change in the Share holding pattern of the Company between Pre-reduction and Post-reduction of the Share Capital except the Paid-up Equity Share Capital of the Company shall be reduced to Rs.4,70,000/- (comprising of 47000 Equity shares of Rs.10/- each Paid-up) from existing Rs. 94,00,000/- and that such reduction of Rs. 89,30,000/- be effected by cancelling Equity Shares in Paid up Equity Capital to the extent of 95 equity shares for every 100 equity shares held and in respect of fractional shares, if any, caused by reduction of capital, the same shall be rounded off to 1 (One) Equity share of Rs. 10/- each and the same would be allotted to the shareholders of the Company as on Record date which will be fixed by the Company with the approval of Statutory authorities in this regard.

The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as a whole. Such reduction will also not cause any prejudice to the creditors of the Company. The reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. The creditors of the Company are in no way affected by the proposed reduction of the share capital. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

The share capital structure of the Company as on date (i.e., before reduction of capital) and after reduction of capital as contemplated under the Scheme is set out below:

Particulars	(Amount in Rupees)	
	Pre - Scheme (Before Reduction)	Post -Scheme (After Reduction)
<b>Authorized</b>		
20,00,000 Equity Shares of Rs. 10 /- each	2,00,00,000/-	2,00,00,000/-
<b>Issued, subscribed and paid-up</b>		
9,40,000 Equity Shares of Re.10 /-each fully paid up.	94,00,000/-	-----

<b>Paid-up Capital</b>		
47,000 Equity Shares of Re.10/-each fully paid up.	-----	4,70,000/-

The Pre and Post Shareholding pattern of the Company (i.e., before reduction of capital) and after reduction of capital as contemplated under the Scheme is set out below:

Sr. No.	Category of Shareholder	Pre – Arrangement (Before Capital Reduction)		Post – Arrangement (After Capital Reduction)	
		Total Number of Shares	As a % of holding	Total Number of Shares	As a % of holding
1.	Promoter	57,470	6.11	2,873	6.11
2.	Public	8,82,530	93.89	44,127	93.89
3.	Total	9,40,000	100.00	47,000	100.00

The Board of Directors of the Company accordingly recommends the Special Resolution for approval by the members.

None of the directors of the company are interested.

**The following Documents are being circulated along with this Notice:-**

1. Valuation report issued by M/s S.B.Jajoo & Co, Chartered Accountants in relation to the scheme of arrangement of reduction of capital;
2. Fairness Opinion Report of First Overseas Capital Limited, Merchant Bankers in relation to the scheme of arrangement of reduction of capital;
3. Complaint Report; and
4. No Objection Certificate from BSE Limited dated November 26, 2014.

Inspection of the following documents may be had at the Registered Office of the Company on any working day (Except Saturdays, Sundays and Public Holidays) between 11 a.m.to 1.00 p.m. These Documents are also uploaded on Company website as well as BSE website. Also, these will be available for inspection at the venue of the Extra-Ordinary General Meeting of the Members.

1. Scheme of arrangement for reduction of capital of the Company;
2. Memorandum and Articles of Association of the Company;
3. Annual Report of the Company for the year ended March 31, 2012, March 31, 2013, and March 31, 2014;
4. Valuation report issued by M/s S.B.Jajoo& Co. , Chartered Accountants in relation to the scheme of arrangement of reduction of capital;
5. Fairness Opinion Report of First Overseas Capital Limited, Merchant Bankers in relation to the scheme of arrangement of reduction of capital;
6. Complaint Report;
7. No Objection Certificate from BSE Limited dated November 26, 2014; and
8. Register of Directors shareholdings of the Company.

Place: Mumbai  
Date: 02.12.2014.

By Order of the Board of Directors  
Sd/-  
Managing Director  
Haresh Atmaram Bhojwani  
(DIN: 02895523)

# Central Province Railways Company Limited

Regd Office: Unit No 35/B Building No.1, Ganjawala Shopping Center, S.V.P Road,  
Borivali (West) Mumbai 400092.  
CIN No.L45202MH1910PLC000319

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional attendance slip at the venue.

DP. Id*		Name and Address of the registered Shareholder
Client Id / Regd. Folio No.		
No. of Share(s) held		

2. I/ We hereby record my/our presence at the Extra Ordinary General Meeting of the Company, to be held on Monday, January 05, 2015 at 11.00 A. M. at the Maharaja, Business Hotel, Kohinoor Complex, Western Express Highway, Rawalpada, Dahisar East, On Service Road, Mumbai - 400 068.

\* Applicable for investors holding share(s) in electronic form.

Signature of the shareholders or proxy

.....TEARHERE.....

## FORM No. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

### Central Province Railways Company Limited

Regd Office: Unit No 35/B Building No.1, Ganjawala Shopping Center, S.V.P Road,  
Borivali (West) Mumbai 400092.  
CIN No.L45202MH1910PLC000319

Name of Member (s)	:	
Registered Address	:	
Email ID	:	
Folio No./ DP ID No.		
Client ID No.	:	

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. as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary general meeting of the company, to be held on the 05<sup>th</sup> day of January, 2015 At 11.00 a.m. at the Maharaja Business Hotel, Kohinoor Complex, Western Express Highway, Rawalpada, Dahisar East, On Service Road, Mumbai - 400 068. and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

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

Affix  
Revenue  
Stamp

.....  
Signature of shareholder

.....  
Signature of 1<sup>st</sup> Proxy Holders

.....  
Signature of 2<sup>nd</sup> Proxy Holders

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.



**Form No. MGT-12**

**Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014**

**Central Province Railways Company Limited**  
**Regd Office: Unit No 35/B Building No.1, Ganjawala Shopping Center, S.V.P Road,**  
**Borivali (West) Mumbai 400092.**  
**CIN No. L45202MH1910PLC000319**

**BALLOT FORM**

Name and Registered Address of the sole / First named Member	:	
Name (s) of the Joint Holder (s) (if any)	:	
Registered Folio No./ DP ID No. and Client ID No.	:	
Number of share(s) held	:	

I / We hereby exercise my / our vote(s) in respect of the Resolutions set out in the Notice of the Extra Ordinary General Meeting of the Company to be held on Monday, January 05, 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	Resolution	Type of Resolution	No. of Shares	For	Against
1.	Reduction of Capital of the Company	Special			

Place:

Date:

\_\_\_\_\_  
(Signature of the Shareholder)

Note: Please read the instructions carefully before exercising your vote

# BOOK POST

If undelivered please return to:

**THE CENTRAL PROVINCE RAILWAYS COMPANY LIMITED.**

**Registered Office:**

Unit No. B-35, Ganjawala Shopping Center

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