

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.
Website: www.thecentralprovincerailways.co Email ID: cprclimited@gmail.com Tel No.: 022- 28935838. CIN No.: L45202MH1910PLC000319

Date: 01st October, 2016

To
The Corporate Relationship Manager
Bombay Stock Exchange Ltd
Mumbai

**SUBJECT: SCRUTINIZER'S REPORT AND REGULATION 44 OF SEBI (LODR)
REGULATIONS, 2015**

Dear Sir

The 106th Annual General Meeting of the Company was held on 28th September, 2016 at 11.00 A.M. In relation to the mentioned, we hereby forward you the following:

1. Scrutinizer's Report on Poll & E-voting
2. Report under Regulation 44 of SEBI (LODR) Regulations, 2015

Kindly take a note and do the needful.

For THE CENTRAL PROVINCE RAILWAYS COMPANY LTD.


Mr. Amit Kumar Rander
Director
DIN: 05311426



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ANNUAL GENERAL MEETING REPORT

[Regulation 44 of SEBI (LODR) Regulations, 2015]

Date of AGM: 28th September, 2016

Total number of shareholders on record date: 2000

No. of Shareholders present in the meeting either in the person or through proxy: 15

No. of shareholders attended the meeting through video conferencing: 0

Promoters and promoter group: 0

Public: 15

Detail of Agenda


(Poll and E-voting)							
Resolution 1- Adoption of Financial Statement for the year ended on March 31, 2016. – Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0	0	0	0
Public-Institutional holders	2734	2734	100	2734	0	100	0
Public - others	341	341	100	318	23	93.26	6.74
Total	3075	3075	100	3052	23	99.25	0.75

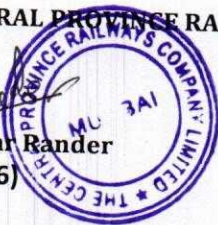


(Poll and E-voting)							
Resolution 2- Reappointment of Mr. Amit Kumar Rander as Director - Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0	0	0	0
Public-Institutional holders	2734	2734	100	2734	0	100	0
Public - others	341	341	100	318	23	93.26	6.74
Total	3075	3075	100	3052	23	99.25	0.75

(Poll and E-voting)							
Resolution 3- To ratify the Appointment of M/s S.B.JAJOO & CO, Chartered Accountants, as Statutory Auditor of the Company and fix their Remuneration - Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	0	0	0	0	0	0	0
Public-Institutional holders	2734	2734	100	2734	0	100	0
Public - others	341	341	100	318	23	93.26	6.74
Total	3075	3075	100	3052	23	99.25	0.75

For THE CENTRAL PROVINCE RAILWAYS LIMITED


 Mr. Amit Kumar Rander
 (DIN: 05311426)
 Director





H V Gor & Co

Practicing Company Secretaries

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014]

To,
Mr. Amit Kumar Rander
Chairman
106th Annual General Meeting
The Central Province Railways Limited
Held on 28th September, 2016 at Mangalya Bhavan, Link Road, Off Yogi Nagar, Borivali(West),
Mumbai-400092.

Dear Sir,

I, Mr. Harsh Vijay Gor, Partner of H V Gor & Co, Practicing Company Secretaries appointed as Scrutinizer for the purpose of the poll & E-voting taken on the below mentioned resolution(s), at the 106th Annual General Meeting of the Equity Shareholders of **The Central Province Railways Limited**, held on 28th September, 2016 at Mangalya Bhavan, Link Road, Off Yogi Nagar, Borivali(West), Mumbai-400092, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. Votes were cast through E-voting facility provided by Company.
5. The result of the Poll is as under:

Harsh Vijay Gor

H V GOR AND CO, PRACTICING COMPANY SECRETARIES

OFFICE - 1 : 37, Shree Manoshi Complex, Plot No. 5 & 6, Sector 3, Opp. Ghansoli Railway Station, Ghasoli,
Navi Mumbai - 400701. Maharashtra (India) ● Tel. No. : 022-27547907 ● E-mail : pcshvgor@gmail.com
OFFICE - 2 : B3-001, Shankheshwar Nagar, Near Shani Mandir, Manpada Rd., Dombivli (E) 421 201
+91-8108750605 (w), +91-8450967900 ● E-mail : pcshvgor@gmail.com

(a) 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, 2016 together with Directors' Report and Auditors' Report thereon

(i) Voted **in favour** of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	8	0.26
Poll	15	3044	98.99
Total	20	3052	99.25


(ii) Voted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	23	0.75
Poll	0	0	0
Total	2	23	0.75

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Hansh kishore



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

"RESOLVED THAT Mr. Amitkumar Rander (DIN: 05311426), a Director liable to retire by rotation, who seek re-election, be re-appointed as the director of the Company.

(i) Voted **in favour** of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	8	0.26
Poll	15	3044	98.99
Total	20	3052	99.25

(ii) Voted **against** the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	23	0.75
Poll	0	0	0
Total	2	23	0.75

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Amitkumar Rander


- (C) To approve re- appointment of Statutory Auditors and fix their remuneration. In this regard consider and if thought fit to pass the following resolution as an Ordinary 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 31st March, 2017, as made in the 104th Annual General Meeting of the Company held on 20th September, 2014."

- (i) Voted in favour of the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	8	0.26
Poll	15	3044	98.99
Total	20	3052	99.25

- (ii) Voted against the resolution:

Particulars of Business	Number of members present and voting (in person or by proxy)/e-voting	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	23	0.75
Poll	0	0	0
Total	2	23	0.75

Hansh Kishore



(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

**For H V GOR AND CO
PRACTICING COMPANY SECRETARIES**

Harsh Vijay Gor


**Date: 30th September, 2016
Place: Navi Mumbai**

**Mr. Harsh Vijay Gor
Partner
ACS No. 38377
COP No. 14269**

Countersigned and received the report

Mr. Amit Kumar Rander
Chairman

H V GOR AND CO, PRACTICING COMPANY SECRETARIES