



सैन्ट्रल रेलसाइड वेअरहाउस कम्पनी लिमिटेड

(भारत सरकार का उद्यम)

CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED

(A Govt. of India Enterprise)

सीआईएन : यू63023डीएल2007पीएलसी165676

CIN:U63023DL2007PLC165676



मिनी रत्न
Mini Ratna PSU



NOTICE FOR 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the Shareholders (Members) of Central Railside Warehouse Company Limited will be held on Wednesday, the 29th day of September, 2021 at 12 o 'Clock through video conferencing from Warehousing Bhawan, 4/1, Siri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi - 110016, in accordance with the applicable provisions of the Companies Act, 2013 read with MCA general circular No. 14/2020, 17/2020, 20/2020, 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2021 together with the report of the Board of Directors and Auditors' thereon.
2. To declare dividend for the year ended 31st March, 2021.
3. To appoint and fix remuneration of the Statutory Auditors of the Company for the FY 2021-22.

SPECIAL BUSINESS:-

4. To appoint Dr. Manoj Singh, Executive Director, Traffic Transportation (F), Ministry of Railways as Nominee Director and in this regard, to consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Manoj Singh, who was nominated by the Ministry of Consumer Affairs, Food and Public Distribution and Central Warehousing Corporation and appointed as Nominee Director by the Board of Directors of the Company with effect from December 01, 2020, be and is hereby appointed as Nominee Director of the Company w.e.f. 01.12.2020 for a period of three years or until further orders, whichever is earlier."

5. To appoint Shri Arun Kumar Shrivastava, Managing Director / CWC and Nominee Director / CRWC as Managing Director and in this regard, to consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Arun Kumar Shrivastava, who was nominated by the Ministry of Consumer Affairs, Food and Public Distribution and Central

इस कार्यालय में हिंदी के पत्रों का स्वागत है |

निगमित कार्यालय : 'वेयरहाउसिंग भवन' 1/4 , सीरी इंस्टीट्यूशनल एरिया, अगस्त क्रांति मार्ग, हौज़ खास, नई दिल्ली - 110016,

Corp. Office: 'Warehousing Bhawan', 4/1, Siri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi - 110016,

ई-मेल / Email: contact@crwc.in, दूरभाष /Tel. No. 011-47992599, वेबसाइट / website : www.crwc.in



सैन्ट्रल रेलसाइड वेअरहाउस कम्पनी लिमिटेड
(भारत सरकार का उद्यम)
CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED
(A Govt. of India Enterprise)

सीआईएन : यू63023डीएल2007पीएलसी165676
CIN:U63023DL2007PLC165676



मिनी रत्न
Mini Ratna PSU



Warehousing Corporation and appointed as Managing Director by the Board of Directors of the Company with effect from August 01, 2021, be and is hereby appointed as Managing Director of the Company w.e.f. 01.08.2021 until the complete merger of CRWC with CWC and abolition of the post of Managing Director, CRWC."

6. To approve compliance of guidelines on capital re-structuring of CPSEs done by the Company for FY 2020-21 and in this regard, to consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to clause 4.4 of guidelines on capital restructuring of CPSEs issued by DIPAM vide order F.No. 5/2/2016- policy dated 27.05.2016 and MHI&PE vide its order F.No. PP/14 (0005)/2016 dated 20.06.2016, compliance of guidelines on capital re-structuring of CPSEs, done by the Company for FY 2020-21, be and are hereby approved."

By order of the Board of Directors


(Surbhi Gupta)
Company Secretary

Place: New Delhi
Date: 31.08.2021

इस कार्यालय में हिंदी के पत्रों का स्वागत है।

निगमित कार्यालय : 'वेयरहाउसिंग भवन' 1/4 , सीरी इंस्टीट्यूशनल एरिया, अगस्त क्रांति मार्ग, हाउस खास, नई दिल्ली - 110016,
Corp. Office: 'Warehousing Bhawan', 4/1, Sri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi - 110016,
ई-मेल / Email: contact@crwc.in, दूरभाष /Tel. No. 011-47992599, वेबसाइट / website : www.crwc.in



CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED

(A Govt. of India Enterprise – Mini Ratna)

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”) has introduced certain measures enabling companies to convene the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue and also send notice of the meeting and other correspondences related thereto, through electronic mode. In compliance with the above mentioned MCA circulars and relevant provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the registered office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto.
3. Since the AGM will be held through VC, the route map of the venue of the meeting is not annexed hereto.
4. Dispatch of notice through electronic mode:

In compliance with the MCA circulars, notice of the AGM is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may note that the notice will also be available on the Company’s website at www.crwc.in.

The members who have not yet registered their e- mail ids with the Company may please mail at cs@crwc.in or contact at 011-47992599 for registering their e- mail ids on or before September 10, 2021.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company.

5. Corporate members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.



CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED

(A Govt. of India Enterprise – Mini Ratna)

6. Procedure for joining AGM- link and login details are as follows:

VC link- <https://us02web.zoom.us/j/86262199757>

Password- 055136

- Members may join the 14th AGM through VC facility by clicking on link and entering password as mentioned above which shall be kept open for the members from 11:45 A.M. i.e. 15 minutes before the time scheduled to start the AGM and same will be closed for joining the VC facility 15 minutes after the scheduled time to start the AGM.
 - Attendance of the members participating in the AGM through VC facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - Further, members are requested to use internet with a good speed to avoid any disturbance during the meeting. Please note that members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. The Board approved Annual Accounts of the Company for the FY 2020-21 in its 73rd meeting held on 05.07.2021. The Statutory Auditors have submitted their report on Annual Accounts of the Company on 05.07.2021. The Accounts were then submitted to the C&AG for supplementary Audit. The C&AG have decided not to conduct supplementary audit for the FY 2020-21.
8. The Board in its 73rd meeting held on 05.07.2021 recommended for consideration of interim dividend paid of Rs.7.50 crore for the FY 2020-21 as final dividend.
9. Pursuant to provisions of Section 139(5) of the Companies Act, 2013, the C&AG vide its letter no./CA.V/COY/CENTRAL GOVERNMENT, CRWCL (1)/182 dated 18.08.2021 has appointed M/S AHPN & Associates as Statutory Auditors of the Company for the FY 2021-22.
10. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto. Brief resume of Director seeking appointment is annexed hereto and forms part of the notice.



CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED

(A Govt. of India Enterprise – Mini Ratna)

11. Procedure for inspection of documents:

The register of directors and key managerial personnel and their shareholding maintained under the provisions of the Companies Act, 2013, the relevant documents referred to in the accompanying notice and the explanatory statement will be available electronically for inspection by the members during the AGM.

All documents referred to in the notice will also be available electronically for inspection without any fee from the date of circulation of this notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@crwc.in.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company through email on cs@crwc.in. The same will be replied by the Company suitably.

By order of the Board of Directors


(Surbhi Gupta)
Company Secretary

Place: New Delhi
Date: 31.08.2021



CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED

(A Govt. of India Enterprise – Mini Ratna)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

1. The Ministry of Consumer Affairs, Food & Public Distribution vide its letter dated 01.12.2020 communicated nomination of Dr. Manoj Singh, Executive Director, Traffic Transportation (F), Ministry of Railways as Govt. Nominee Director in place of Shri Manoj Kumar Srivastava with immediate effect for a period of three years or until further orders, whichever is earlier.
2. Pursuant to clause 102 of Articles of Association of the Company, CWC has the right to appoint from time to time, any 5 persons or less, as Nominee Director on the Board of the Company.
3. Accordingly, CWC vide its letter dated 14.12.2020 communicated approval of its Board for nomination of Dr. Manoj Singh as Govt. Director on the Board of the Company for a period of three years w.e.f. 01.12.2020 or until further orders, whichever is earlier.
4. Pursuant to above, the Board of Directors of the Company in its 71st meeting held on 15.02.2021, appointed Dr. Manoj Singh as Nominee Director w.e.f. 01.12.2020. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.
5. His brief resume inter-alia, giving information about her qualifications, experience, shareholding in the Company and other details are provided in this notice.
6. Except Dr. Manoj Singh, being an appointee, none of the Director or Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financial or otherwise, in the resolution set out at item No.4.
7. The Board recommends the resolution set forth in item no. 4 for the approval of members.

Item No. 5

1. The Ministry of Consumer Affairs, Food & Public Distribution vide its letter dated 22.07.2021 communicated that the additional charge to the post of Managing Director, CRWC limited is entrusted to Shri Arun Kumar Shrivastava, Managing Director, Central Warehousing Corporation, in addition to his existing charge w.e.f. 01.08.2021 (F/N), until the complete merger of CRWC with CWC and abolition of the post of Managing Director, CRWC.



CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED

(A Govt. of India Enterprise – Mini Ratna)

2. Pursuant to clause 102 of Articles of Association of the Company, CWC has the right to appoint from time to time, any 5 persons or less, as Nominee Director on the Board of the Company. Pursuant to Article 116, the Board shall appoint, so long as CWC holds not less than 51 percent share holding in the paid-up capital of the company, from time to time, from amongst the nominee directors of CWC one of the persons nominated by CWC as the Part – time Chairman and the other person nominated by CWC as Managing Director of the Company.
3. Pursuant to above, the Board of Directors of the Company in its 75th meeting held on 13.08.2021, appointed Shri Arun Kumar Shrivastava as Managing Director w.e.f. 01.08.2021. He is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013.
4. It is pertinent to mention here that Shri Arun Kumar Shrivastava is already a Member on the Board of CRWC (i.e Nominee Director) and was appointed in 56th Board meeting held on 09.07.2018. Consequent to the above stated Ministry Order, Shri Arun Kumar Shrivastava is holding additional charge of Managing Director, CRWC also and hence CRWC is neither paying any remuneration nor keeping any other terms & conditions for him.
5. His brief resume inter-alia, giving information about her qualifications, experience, shareholding in the Company and other details are provided in this notice.
6. Except Shri Arun Kumar Shrivastava, being an appointee, none of the Director or Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financial or otherwise, in the resolution set out at item No.5.
7. The Board recommends the resolution set forth in item no. 5 for the approval of members.

Item No. 6

1. The Ministry of Finance, Department of Investment & Public Asset Management (DIPAM) has issued certain guidelines on 'Capital Restructuring of Central Public Sector Enterprises' vide its O.M. dated 27.05.2016 which has been forwarded by the Ministry of Heavy Industries and Public Enterprises, Dept. of Public Enterprises, New Delhi vide its O.M. dated 20.06.2016.
2. The aforesaid guidelines are applicable on all corporate bodies where Government of India and/or Government controlled one or more body corporate having controlling interest.



CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED

(A Govt. of India Enterprise – Mini Ratna)

3. Further, it is to inform that since Central Warehousing Corporation (CWC) is having the controlling interest in CRWC (as the entire paid-up share capital of CRWC is being held by CWC), thus, the guidelines on capital restructuring of Central Public Sector Enterprises are applicable on CRWC.
4. The above stated guidelines contains an instruction that CPSEs shall ensure compliance of these guidelines by taking up this matter as an agenda item along with a compliance note in the Board Meeting of the Company convened for finalization and approval of its annual accounts. Requisite approval of shareholders/ members shall be obtained in the AGM/EGM to be held immediately thereafter.
5. The Board of Directors, in its 73rd meeting held on 05.07.2021 approved financial statements of the Company for FY 2020-21. As per approved financial statements of the Company and DIPAM guidelines, 5% of net worth i.e. Rs.7.24 crore was payable as dividend for FY 2020-21. However, your Company has paid Rs.7.50 crore as interim dividend and final dividend to CWC on 31.03.2021.
6. The matter regarding compliance of guidelines on capital restructuring of CPSEs, issued by DIPAM, was also placed before the Board in its 73rd meeting held on 05.07.2021. The Board noted compliance of guidelines on capital restructuring of CPSEs done by the Company for FY 2020-21.
7. The matter is now placed before the Shareholders for kind consideration and approval.
8. The Board recommends the resolution set forth in item no. 6 for the approval of members.

By order of the Board of Directors


(Surbhi Gupta)
Company Secretary

Place: New Delhi
Date:31.08.2021



CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED

(A Govt. of India Enterprise – Mini Ratna)

BRIEF RESUME OF DIRECTOR

Pursuant to Clause 1.2.5 of Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India

S.no	Particulars	Information	
1	Name of the Director	Dr. Manoj Singh	Shri Arun Kumar Shrivastava
2	Designation	Nominee Director	Managing Director
3	Date of Birth / Age	10.04.1967 / 54 years	26.10.1962; 58 years
4	Date of Appointment on the Board of the Company	01.12.2020	01.08.2021
5	Qualifications	He belongs to the Indian Railway Traffic Service (1989 Batch). He has done B.Sc (Engg.) in electronics & communication, Post Graduate Diploma in management and PhD in rail economics from University of Leeds, UK.	He has done B.Tech (Civil Engineering) from IIT, BHU/Varanasi and M.Tech (Building Science & Construction Management) from IIT Delhi. He is an Indian Railway Service Engineers (IRSE) officer of 1986-Batch.
6	Experience	He has working experience of almost 30 years. He has worked with CONCOR and was responsible for operations & business development & was able to open many new terminals and bring new streams of businesses. He was also responsible for establishing 1 st international container connectivity by rail by establishing rail service from Kolkata Port to ICD, Birganj in Nepal. As Adviser (Transport), Planning Commission & later NITI Aayog, he was associated in policy making and planning for transport infrastructure at national level. He has worked	He held post of Executive Director in various Companies including Railway Board. At present, he is Managing Director, CWC.



CENTRAL RAILSIDE WAREHOUSE COMPANY LIMITED

(A Govt. of India Enterprise – Mini Ratna)

		as DRM/Jabalpur also. As ED (TT &F), it has been possible to bring perceptible increase in traffic to Bangladesh by coordination with Bangladesh Railways.	
7	Shareholding in the Company	NIL	1 share
8	Remuneration paid / to be paid	NIL	NIL
9	Terms & Conditions of appointment along with remuneration details	Nominee Director nominated by the concerned Ministry and the Promoters.	Managing Director nominated by the concerned Ministry and the Promoters.
10	No. of Board meeting attended during the year	From the date of his appointment (01.12.2020), 2 Board meetings were held on 15.02.2021 and 24.03.2021 during FY 2020-21. He attended both the meetings.	As Managing Director, none of the Board meeting attended by him during FY 2020-21. However, being a Director on the Board of CRWC, he attended all 6 Board meetings for the year.
11	Other Directorships	1. Director in Container Corporation of India Limited	1. Managing Director of Central Warehousing Corporation.
12	Membership / Chairmanship of the committee of the Board of the Company	NIL	Member in 1. Audit Committee 2. CSR & SD committee 3. Risk Management Committee
13	Relationship with other Directors/ Manager / KMPs	NIL	NIL
14	Membership/ Chairmanship of the committees of the other Boards	NIL	NIL