



C&C Constructions Ltd.

CIN : L45201DL1996PLC080401

Regd. Office: 74, Hemkunt Colony, New Delhi-110 048

Tel : 0124-4536666 Fax: 0124-4536799

Email : candc@candcinfrastructure.com, Website : www.candcinfrastructure.com

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of C & C Constructions Limited will be held at Air Force Auditorium, Subroto Park, New Delhi-110 010 on Monday, the 18th day of September, 2017, at 10.00 A. M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the period ended 31st March, 2017 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gurjeet Singh Johar (DIN-00070530), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Amrit Pal Singh Chadha (DIN-00065139), who retires by rotation and being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors**

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, M/S Bedi Saxena & Co., Chartered Accountants (FRN: 000776C), be and is hereby **appointed** as Auditors of the Company in place of retiring auditors M/S ASG & Associates, Chartered Accountants (FRN: 000389N) to hold office for a period of 5 (five) continuous financial years, from the conclusion of this 21st Annual General Meeting until the conclusion of the Twenty Six AGM of the Company to be held in the FY 2021-22 (subject to ratification of their appointment at every AGM), on such remuneration as may be mutually agreed between the Board of Directors/ Audit Committee of the Company and the Auditors.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Pradeep Sud & Co. (Cost Accountants), New Delhi (Regn. No. 100626) who was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17, amounting to ₹ 2,20,000/- (Rupees Two Lakhs twenty thousands Only) and also the payment of Goods and Service Tax (GST) and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and all other applicable provisions of the Companies Act, 2013, read with Schedule V thereto of the Companies Act, 2013

(including any modification or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and subject to approval of Central Government, if any and such other approvals and sanctions as may be necessary, Mr. Gurjeet Singh Johar (DIN-00070530), be and is hereby re-appointed as Whole time Director of the company, for a period of three years with effect from 1st July, 2017.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Gurjeet Singh Johar, the company has profits then it will pay ₹ 6,00,000/- (Rupees Six Lacs Only) per month as consolidated remuneration to Mr. Gurjeet Singh Johar subject to the provisions as provided in Section I of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar and Mr. Charanbir Singh Sethi Directors and Mr. Punit Kumar Trivedi, Company Secretary be and are hereby authorised severally to file necessary forms/e forms/returns/ other documents with the Registrar of Companies, NCT of Delhi and Haryana or to such other authorities of the Central or State Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and all other applicable provisions of the Companies Act, 2013, read with Schedule V thereto of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and subject to approval of Central Government, if any and such other approvals and sanctions as may be necessary, Mr. Charanbir Singh Sethi (DIN-00187032), be and is hereby re-appointed as Managing Director of the company, for a period of three years with effect from 1st July, 2017.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Charanbir Singh Sethi, a company has profits then it will pay ₹ 6,00,000/- (Rupees Six Lacs Only) per month as consolidated remuneration to Mr. Charanbir Singh Sethi subject to the provisions as provided in Section I of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Charanbir Singh Sethi shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar and Mr. Charanbir Singh Sethi Directors and Mr. Punit Kumar Trivedi, Company Secretary be and are hereby authorised severally to file necessary forms/e-forms/returns/ other documents with the Registrar of Companies, NCT of Delhi and Haryana or to such other authorities of the Central or State Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and all other applicable provisions of the Companies Act, 2013, read with Schedule V thereto of the Companies Act, 2013

(including any modification or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and subject to approval of Central Government, if any and such other approvals and sanctions as may be necessary, Mr. Rajbir Singh (DIN-00186632), be and is hereby re-appointed as Whole Time Director of the company, for a period of three years with effect from 1st July, 2017.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Rajbir Singh, a company has profits then it will pay ₹ 6,00,000/- (Rupees Six Lacs Only) per month as consolidated remuneration to Mr. Rajbir Singh subject to the provisions as provided in Section I of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Rajbir Singh shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar and Mr. Charanbir Singh Sethi, Directors and Mr. Punit Kumar Trivedi, Company Secretary be and are hereby authorised severally to file necessary forms/eforms/returns/ other documents with the Registrar of Companies, NCT of Delhi and Haryana or to such other authorities of the Central or State Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and all other applicable provisions of the Companies Act, 2013, read with Schedule V thereto of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and subject to approval of Central Government, if any and such other approvals and sanctions as may be necessary, Mr. Sanjay Gupta (DIN-00221247), be and is hereby re-appointed as Whole time Director of the company, for a period of three years with effect from 1st July, 2017.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Sanjay Gupta, a company has profits then it will pay ₹ 6,00,000/- (Rupees Six Lacs Only) per month as consolidated remuneration to Mr. Sanjay Gupta subject to the provisions as provided in Section I of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Sanjay Gupta shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar and Mr. Charanbir Singh Sethi Directors and Mr. Punit Kumar Trivedi, Company Secretary be and are hereby authorised severally to file necessary forms/e-forms/returns/ other documents with the Registrar of Companies, NCT of Delhi and Haryana or to such other authorities of the Central or State Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and all other applicable provisions of the Companies Act, 2013, read with Schedule V thereto of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and subject to approval of Central Government, if any and such other approvals and sanctions as may be necessary, Mr. Amrit Pal Singh Chadha (DIN-00065139), be and is hereby re-appointed as Whole time Director of the company, for a period of three years with effect from 1st July, 2017.

RESOLVED FURTHER THAT where in any financial year during

the currency of the tenure of Mr. Amrit Pal Singh Chadha, a company has profits then it will pay ₹ 6,00,000/- (Rupees Six Lacs Only) per month as consolidated remuneration to Mr. Amrit Pal Singh Chadha subject to the provisions as provided in Section I of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Amrit Pal Singh Chadha shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar and Mr. Charanbir Singh Sethi Directors and Mr. Punit Kumar Trivedi, Company Secretary be and are hereby authorised severally to file necessary forms/eforms/returns/ other documents with the Registrar of Companies, NCT of Delhi and Haryana or to such other authorities of the Central or State Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard.”

11. To determine the fees to be received from Members requesting for delivery of documents through a particular mode including by post, registered post, speed post, Courier, by delivering at his office or address, by such electronic or other mode as may be prescribed under Section 20 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 20 and all other applicable provisions of the Companies Act, 2013 and other applicable rules and regulations, if any consent of the Company be and is hereby accorded to receive actual expenditure from members or such sum as may be decided by the Board of Directors of the Company from time to time in regard to servicing or delivery of documents to Members through a particular mode including by post, registered post, speed post, Courier, by delivering at his office or address, by such electronic or other mode as may be prescribed.”

By Order of the Board

(Punit Kumar Trivedi)
Company Secretary
(M.No. F8682)

Place: Gurugram
Date: 11.08.2017

NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH 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 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the commencement of meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.

2. The Explanatory Statement, as required under Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed hereto.

Details, under regulation 36 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015., in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting have also been provided.

3. The Register of Members and the Share Transfer Books of the

Company shall remain closed from Tuesday, the 12th September, 2017 to Monday, the 18th September, 2017 (both days inclusive).

4. Members are requested to notify immediately any change in their bank details, ECS mandates, nominations, change of address, email addresses etc to the Company's Registrar and Share Transfer Agent for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
5. Electronic copy of the Annual Report for the financial year ended on 31.03.2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 copy of the Annual Report is being sent in the permitted mode.
6. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent/ their Depositories.
7. Members who have not yet encashed/ received their divided warrant(s) for the financial years 2009-10 and 2010-11 are requested to write to Registrar and Share Transfer Agents for issue of fresh Demand Draft for the dividends in respect of the said financial years.
8. Members desirous of obtaining any information with regard to the accounts and operations of the Company are requested to write to the Company at least ten days before the meeting, so that the information could be made available at the meeting.
9. Members/ Proxies are requested to bring the attendance slip duly filled in along with their copies of Annual Report in the meeting.
10. **Voting through electronic means**
 1. 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 facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

Facility for voting through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

- (i) The voting period begins on 15th September, 2017 at 10.00 a.m. and ends on 17th September, 2017 at 5.00 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 11th September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the remote e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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"> • 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 sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth	<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>
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"> • Please enter the DOB or Bank Details in order to login. If 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant C&C Constructions Ltd. on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com
- II. a) Mr. Santosh Kumar Pradhan, Practicing Company Secretary (CP No.7647) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- b) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- c) The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company and intimated to relevant authorities within prescribed period.

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

Item No. 5

Ratification of remuneration of Cost Auditor

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Pradeep Sud & Co. (Cost Accountants), New Delhi (Regn. No.

100626), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2017.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2016-17 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, is in any way concerned or interested financially or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item Nos. 6-10

The appointment of Mr. Gurjeet Singh Johar, Mr. Rajbir Singh, Mr. Sanjay Gupta, Mr. Amrit Pal Singh Chadha, as Whole Time Directors and Mr. Charanbir Singh Sethi as Managing Director was made for a period of 3 years w.e.f. 1st July, 2014 to 30th June, 2017.

Further, in case of profit in the Company, provisions of the Companies Act, 2013, require the payment of managerial remuneration based on specified percentage of net profits for the year for which the remuneration is being calculated. Considering all the facts, the Company may pay ₹ 6,00,000/- (Rupees Six Lacs Only) per month per Managerial Personnel as consolidated remuneration subject to the provisions as provided in Section I of Part II of Schedule V of the Companies Act, 2013.

However in case of no profits or inadequacy of profits, a Company may pay remuneration as per the Section II of the Part II of the Schedule V to the Companies Act, 2013. The said Section provides for maximum limit of yearly remuneration per Whole Time Director which can be paid based on effective capital of the Company subject to fulfillment of conditions given in that section.

In case of no profits or inadequacy of profits, the Company may pay remuneration to its Managing Director and other whole time Directors based on the limits mentioned in the Section II of the Part II of the Schedule V to the Companies Act, 2013.

As per the said section II of the Part II of the Schedule V to the Companies Act, 2013 the Company falls under the slab of effective capital of ₹ 250/- crores or more, hence managerial remuneration of ₹ 10,00,000/- per month per Whole Time Director can be paid, in case of loss or inadequacy of profits in the Company.

However, in view of the Company's inability to fulfill one of the conditions of the Section II of the Part II of the Schedule V to the Companies Act, 2013, the payment of remuneration will be subject to approval of Central Government.

The said managerial remuneration of ₹ 10,00,000/- (Rupees Ten Lacs Only) per month per Whole Time Director will be inclusive of all the perquisites except perquisites as mentioned in section IV of the Schedule V to the Companies Act, 2013.

Item No. 11

Section 20 of the Companies Act, 2013 authorise the member of the Company to request for delivery of any document through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. One of the member of the Company has requested to send the documents/Notices/Annual Report to him through Speed Post only.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, is in any way concerned or interested financially or otherwise, in the said Resolution.

STATEMENT AS PER SECTION II OF THE PART II OF THE SCHEDULE V

I. General Information				
(1)	Nature of Industry	Construction		
(2)	Date or expected date of Commencement of Commercial Production	Not Applicable		
(3)	In case of new companies, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus	Not Applicable		
(4)	Financial Performance:	FY 2016-17 (₹ in cr.) (31.03.2017)	FY2015-16 (₹ in cr.) (31.03.2016) (Nine months)	FY2014-15 (₹ in cr.) (30.06.2015)
	Paid up Capital	25.44	25.44	25.44
	Reserve & Surplus	77.62	43.44	62.73
	Turnover	917.84	756.53	1013.43
	Profit after tax	34.17	(19.29)	(189.95)
(5)	Foreign investments or collaborators, If any	The total equity shares held by FIIs on 31.03.2017 are 63 Shares of ₹ 10/-. There is no foreign collaboration for any investment.		
II. Information about the appointees				
(1)	Background details, Job profile & suitability	<p>Mr. Gurjeet Singh Johar is qualified Chartered Accountant having over 44 Years of professional experience. He is Chairman of the Company and looking after the finance functions/ various projects and strategic planning of the Company. He is the member of CII's Core Group on Roads and Highways, Regional Committee of Indo Italian Chamber of Commerce and Industry, Working Committee of Construction Federation of India and Core group member of FICCI Infrastructure Committee.</p> <p>He is promoter Director of the Company.</p> <p>Mr. Charanbir Singh Sethi is Managing Director of the Company. He has over 38 years of experience in the infrastructure sector. He oversees all the construction activities of our Company and also is in-charge of our railway operations and projects in Punjab, Rajasthan and Oman.</p> <p>He is promoter Director of the Company.</p> <p>Mr. Rajbir Singh has over 40 years of experience. He also served in the Indian army for a period of nine years. He is in-charge of the quarrying and transmission projects and projects in the state of Himachal Pradesh of our Company and also handles all administrative aspects in our Company.</p> <p>He is promoter Director of the Company.</p> <p>Mr. Sanjay Gupta is a Civil Engineer and has over 36 years of experience in the infrastructure industry. He is in-charge of implementation of the Afghanistan and Myanmar projects and the Building projects. He is also in-charge of implementation of Airport Authority of India (AAI) and Meghalaya projects.</p> <p>He is promoter Director of the Company</p> <p>Mr. Amrit Pal Singh Chadha has over 31 years of experience in the infrastructure sector and has been instrumental in execution of a number of road and airport linked infrastructure projects in our Company. He is in-charge of execution of all our infrastructure projects in Bihar. He is Vice President of National Highway Builders Federation of India.</p> <p>He is promoter Director of the Company</p>		
(2)	Past remuneration	₹ 5,00,000/- per month per appointee.		
(3)	Recognition or awards	Not Applicable		
(4)	Job profile and his suitability	Mentioned in the point no. (1) above		
(5)	Remuneration proposed	₹ 6,00,000/- per month per appointee in case of profit in the Company.		
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration of the appointees is commensurate with size and nature of business of the Company and the huge responsibility who are promoters too of the company are carrying. The remuneration do differ from company to company depending on respective operations.		

(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None of the appointees are related to each other except Mr. Gurjeet Singh Johar, Mr. Charanbir Singh Sethi and Mr. Rajbir Singh. None of the appointees have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel besides their remuneration and remuneration of their related appointee and except to the extent of their shareholdings in the Equity Share Capital of the Company		
III. Other information				
(1)	Reasons of loss or inadequate profits	The Indian economy like the global economy is in the midst of a slowdown. The Infrastructure sector has been interrupted by policy paralysis. On this account there has been a slow down in order off-take and liquidity crunch, putting a large number of companies in the sector in financial stress. It has also put pressure on Company's cash position and debt servicing ability. The lower operating margins in an environment of high interest costs has put severe pressure on the Company's profitability. Non payments of awarded claims in arbitrations added to the liquidity problem and debt servicing ability and increased interest costs further.		
(2)	Steps taken or proposed to be taken for improvement	The Company is geared to address the current situation as it unfolds and is taking all steps to bring back the equilibrium to its operations and put it back on a growth trajectory once more. The Company is under Corporate Debt Restructuring (CDR) Scheme for nursing it to profitability Company is also gearing to achieve higher efficiency in utilization of man, machinery and money. Recently Company got a road constructions project with its JV partner in Myanmar of value around ₹ 1500.00 Crores. The Company shows the sign of growth and earned the profit in FY 2016-17.		
(3)	Expected increase in productivity and profits in measurable terms	(₹ in Cr.)		
		Financial Year	Projected turnover	Projected Net profit (loss) after tax
		2017-18	1275	37.28
		2018-19	1600	56.20
		2019-20	2000	103.89
IV.	Disclosure	Disclosures required to be made wherever applicable, have been made in the notice calling Annual General Meeting, Explanatory Statement to the items of the notice or elsewhere in the notice and Report on Corporate Governance.		

Payment of remuneration is approved by a resolution passed by the Board and Nomination and Remuneration Committee of the Board. Hence, the resolutions at item Nos. 6-10 of the notice are recommended for your approval.

Mr. Gurjeet Singh Johar, Mr. Charanbir Singh Sethi, Mr. Rajbir Singh, Mr. Sanjay Gupta and Mr. Amrit Pal Singh Chadha are interested / concerned in their respective appointments. Mr. Charanbir Singh Sethi is interested / concerned in the appointment of Mr. Rajbir Singh and Mr. Gurjeet Singh Johar. Mr. Rajbir Singh is interested / concerned in the appointment of Mr. Charanbir Singh Sethi and Mr. Gurjeet Singh Johar. No other Key Managerial Personnel of the Company and their relatives is concerned or interested in these Items.

By Order of the Board

(Punit Kumar Trivedi)
Company Secretary
(M. No. F8682)

Place : Gurugram
Date : 11.08.2017

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT ANNUAL GENERAL MEETING

1.	Name	Mr. Gurjeet Singh Johar
	Date of Birth & Age	June 12, 1949; 68 Yrs.
	Date of Appointment	March 6, 1997
	Qualification	B.Com., FCA
	Experience	<i>Mr. Gurjeet Singh Johar has over 44 Years of professional experience. He is Chairman of the Company and looking after the finance functions/ various projects and strategic planning of the Company. He is a member of CII's Core Group on Roads and Highways, Regional Committee of Indo Italian Chamber of Commerce and Industry, Working Committee of Construction Federation of India and Core group member of FICCI Infrastructure Committee.</i>
	Directorship in other Companies	Case Cold Roll Forming Ltd. S.J. Leasing & Investment Pvt. Ltd. Frontline Innovation Pvt. Ltd. Case Components Industries Pvt. Ltd. BSC-C and C Kurali Toll Road Ltd. C and C Projects Ltd.

		C and C Corporate Services Ltd. C & C Towers Ltd. C & C Realtors Ltd. Mokama-Munger Highway Ltd. Pelican Educational Resources Ltd. C&C Logistics Ltd.(Strike off) C & C Constructions Kenya Ltd.
	Membership of Committees of the Board in other Companies	Chairman of Audit Committee of : Case Cold Roll Forming Ltd. C and C Projects Ltd. BSC-C and C Kurali Toll Road Ltd. C & C Towers Limited C & C Realtors Ltd.
	Shareholding as on 31.03.2017	101615 equity shares
2.	Name	Mr. Charanbir Singh Sethi
	Date of Birth & Age	September 20, 1958; 56 Yrs.
	Date of Appointment	June 1, 2001
	Qualification	B.Com.
	Experience	Mr. Charanbir Singh Sethi is Managing Director of the Company. He has over 38 years of experience in the infrastructure sector. He oversees all the construction activities of our Company and also is in-charge of our railways operations and projects in Punjab, Rajasthan and Oman.
	Directorship in other Companies	BSC-C and C Kurali Toll Road Ltd. C and C Projects Ltd. C & C Towers Ltd. C & C Realtors Ltd. C & C Tolls Ltd. Case Components Industries Pvt. Ltd. Frontline Innovation Pvt. Ltd. C & C Western UP Expressway Ltd. C & C Logistics Ltd. (Strike off) Jeet Properties Pvt. Ltd. Case Cold Roll Forming Ltd. Frontier Services LLC. C & C Constructions Kenya Ltd.
	Membership of Committees of the Board in other Companies	Member, Audit Committee C & C Towers Limited C & C Realtors Ltd. Case Cold Roll Forming Ltd.
	Shareholding as on 31.03.2017	11,67,800 equity shares
3.	Name	Mr. Rajbir Singh
	Date of Birth & Age	September 20, 1956; 61 Yrs.
	Date of appointment	March 6, 1997
	Qualification	B.A.(Economics)
	Experience	Mr. Rajbir Singh has over 40 years of experience. He also served in the Indian army for a period of nine years. He is in-charge of the quarrying and transmission projects and projects in the state of Himachal Pradesh of our Company and also handles all administrative aspects in our Company.
	Directorship in other Companies	C and C Corporate Services Ltd. C and C Projects Ltd. C & C Tolls Ltd. Case Components Industries Pvt. Ltd. Frontline Innovation Pvt. Ltd. C & C Western UP Expressway Ltd. C & C Logistics Ltd. (Strike off) Jeet Properties Pvt. Ltd. Case Cold Roll Forming Ltd. A Exports Pvt. Ltd. Manjhauri Stone Crushers Pvt. Ltd. C & C Constructions Kenya Ltd.
	Membership of Committees of the Board in other Companies	NIL
	Shareholding as on 31.03.2017	13,67,208 equity shares

4.	Name	Mr. Sanjay Gupta
	Date of Birth & Age	May 14, 1959; 58 Yrs.
	Date of Appointment	August 4, 2003
	Qualification	B.E. (Civil)
	Experience	Mr. Sanjay Gupta has over 36 years of experience in the infrastructure industry. He is in-charge of implementation of the Afghanistan and Myanmar projects and the Building projects. He is also in-charge of implementation of Airport Authority of India (AAI) and Meghalaya projects.
	Directorship in other Companies	BSC-C and C Kurali Toll Road Ltd. C and C Projects Ltd. C & C Towers Ltd. C & C Realtors Ltd. C & C Tolls Ltd. Case Components Industries Pvt. Ltd. Frontline Innovation Pvt. Ltd. C & C Western UP Expressway Ltd. C & C Logistics Ltd. (Strike off) Bags Registry Services Pvt. Ltd. Case Cold Roll Forming Ltd. C & C Constructions Kenya Ltd. SGS Buildtech Pvt. Ltd.
	Membership of Committees of the Board in other Companies	Member, Audit Committee BSC-C and C Kurali Toll Road Ltd. C & C Towers Ltd. C & C Realtors Ltd.
	Shareholding as on 31.03.2017	5,27,959 equity shares
5.	Name	Mr. Amrit Pal Singh Chadha
	Date of Birth & Age	January 8, 1963; 54 Yrs.
	Date of Appointment	July 16, 1996
	Qualification	M.Com.
	Experience	Mr. Amrit Pal Singh Chadha has over 31 years of experience in the infrastructure sector and has been instrumental in execution of a number of road and airport linked infrastructure projects in our Company. He is in-charge of execution of all our infrastructure projects in Bihar. He is Vice President of National Highway Builders Federation of India.
	Directorship in other Companies	C and C Projects Ltd. Mokama Munger Highway Ltd. Ruhani Realtors Pvt. Ltd. (under process of striking off) C & C Tolls Ltd. Case Components Industries Pvt. Ltd. Frontline Innovation Pvt. Ltd. C & C Western UP Expressway Ltd. C & C Logistics Ltd. (Strike off) Case Cold Roll Forming Ltd. BSC-C & C (JV) Nepal Pvt. Ltd. C & C Constructions Kenya Ltd.
	Membership of Committees of the Board in other Companies	Member, Audit Committee Case Cold Roll Forming Ltd.
	Shareholding as on 31.03.2017	12,04,814 equity shares