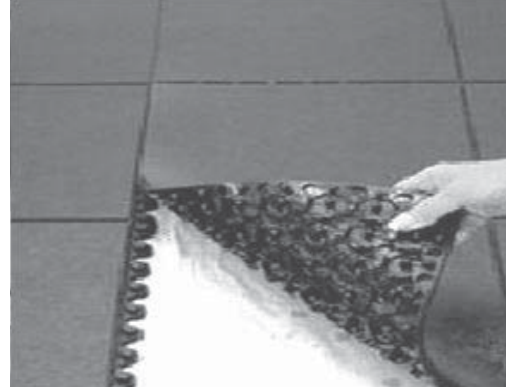
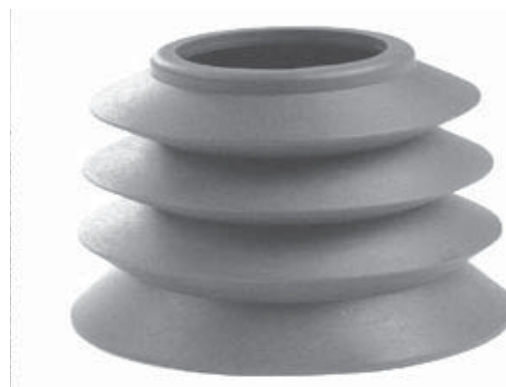
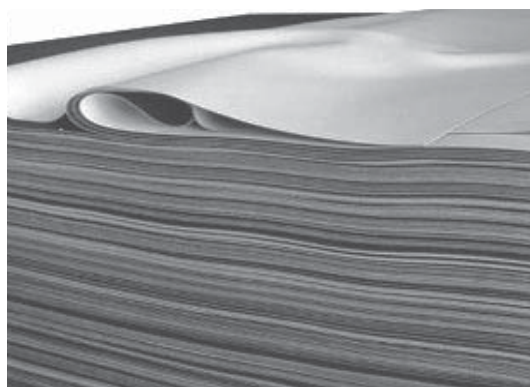
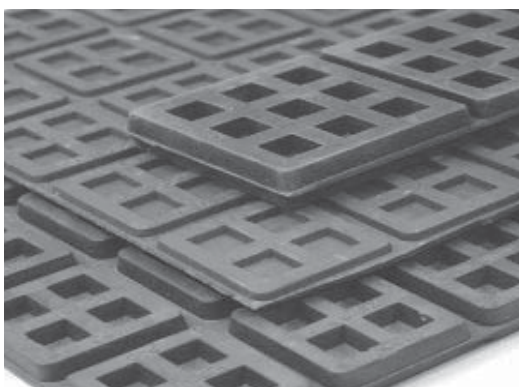


[www.cpil.com](http://www.cpil.com)



**CHANDRA PRABHU INTERNATIONAL LIMITED**

**29<sup>th</sup> ANNUAL REPORT 2013-2014**



**BOARD OF DIRECTORS**

**MANAGING DIRECTOR**

Mr. Akash Jain

**DIRECTORS**

Mr. Prakash Goyal

Mr. Sanjay Goel

Mr. Nishant Goyal

**29TH ANNUAL GENERAL MEETING**

**DATE :** SEPTEMBER 30, 2014

**DAY :** TUESDAY

**TIME :** 10.00 AM

**VENUE :** KHASRA NO. 105/10, ARORA FARMS,  
B BLOCK, SANT NAGAR, BURARI,  
DELHI-110084

**AUDITORS**

M/s. J P S & Company

Chartered Accountants

New Delhi

**REGD. OFFICE**

14, Rani Jhansi Road,

New Delhi 110 055

**BRANCHES**

Bhatinda, Bokaro, Chandasi,

Guwahati & Gurgaon

**BANKERS**

State Bank of Bikaner & Jaipur

New Delhi

HDFC, New Delhi

**REGISTRAR & SHARE**

**TRANSFER AGENT**

M/s. Alankit Assignments Limited

2E/21, Jhandewalan Extn.

New Delhi - 110055

**NOTE : Members are requested to bring their copy of the Annual Report at the time of attending the Annual General Meeting. No extra copies of Annual Report shall be provided at the venue of the AGM.**

**No gifts or coupons would be given to the shareholders for attending the Annual General Meeting.**

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**CHANDRA PRABHU  
INTERNATIONAL LIMITED**

**Reg. Off.:** 14, Rani Jhansi Road, New Delhi-  
110055

**CIN:** L51909DL1984PLC019441

**Email:** [info@cpil.com](mailto:info@cpil.com) **Phone:** 011-23516567

**Website:** [www.cpil.com](http://www.cpil.com)

**Notice**

Notice is hereby given that the 29<sup>TH</sup> Annual General Meeting (AGM) of the members of CHANDRA PRABHU INTERNATIONAL LIMITED will be held on Tuesday, the 30<sup>th</sup> day of September, 2014 at 10:00 AM at Khasra No.105/10, Arora Farms, B-Block, Sant Nagar, Burari, Delhi-110084, to transact the following business:

**Ordinary Businesses**

- (1) To receive, consider and adopt the Audited Profit and Loss Statement of the Company for the financial year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date & the Reports of Directors & the, Auditors' thereon.
- (2) To declare final dividend on equity shares.
- (3) Appointment of Auditors

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, J P S & CO, Chartered Accountants (Firm Registration No.004086N), be and is hereby re-appointed as Auditors of the Company to hold office

from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty-Second AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

**Special Businesses**

**4. Appointment of Mr. Prakash Goyal as an Independent Director of the Company**

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Prakash Goyal (DIN 02598736), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of Twenty Ninth Annual General Meeting.

**5. Appointment of Mr. Sanjay Goel as an Independent Director of the Company**

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to



the Act, as amended from time to time, Sanjay Goel (DIN 02990047), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of Twenty Ninth Annual General Meeting.

#### **6. Appointment of Mr. Nishant Goyal as an Independent Director of the Company**

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Nishant Goyal (DIN 0654178), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of Twenty Ninth Annual General Meeting.

#### **7. “Appointment of Branch Auditors of the Company**

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 provision of section 143(8), Rules made thereunder and other applicable provisions if any of the Companies Act, 2013 (Act.) as amended from time to time, the Board of Directors be and is hereby authorised to appoint as branch auditors of the any branch office of the company, whether existing or which may be opened/acquired hereafter, in consultation with the Company’s auditors, any person(s) qualified to act as branch auditor within the provision of section 143(8) of the Act and to fixed their remuneration”.

**By order of the Board  
Chandra Prabhu International Limited**

**Akash Jain  
Managing Director  
DIN: 00049303**

September 04, 2014,  
New Delhi

Corporate Identification Number (CIN):  
L51909DL1984PLC019441

**Registered Office** : 14, Rani Jhansi Road, New  
Delhi-110055

Phone: 011-2351656, Fax: 91-11-23553698

Email: [info@cpil.com](mailto:info@cpil.com); Website: [www.cpil.com](http://www.cpil.com)

**Notes:**

- (i) The relevant Explanatory Statement and reasons in respect of proposed Special Business(es) pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
- (ii) **EVERY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.**
- (iii) **PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE ANNUAL GENERAL MEETING.**
- (iv) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (v) Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
- (vi) Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
- (vii) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 16, 2014 to, Friday September 19 (both days inclusive) for the purpose of Annual General Meeting. The cut-off date for the purpose of Annual General Meeting and dividend payment is September 15, 2014.
- (viii) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, viz Alankit Assignment Ltd. 2E/21, Jhandewalan Extension, New Delhi- 110 055, quoting their Folio Number(s).
- (ix) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- (x) Electronic copy of the Annual Report for 2014 is being sent to all the members who's 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 copies of the Annual Report for 2014 is being sent in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
- (xi) As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.



- (xii) Pursuant to the requirements of Corporate Governance under Clause 49 of Listing Agreement entered into with the Stock Exchange(s), the brief resumes of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Corporate governance report in the Directors' Report forming part of the Annual Report.
- (xiii) Electronic copy of the Notice of the 29<sup>th</sup> Annual 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 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 copies of the Notice of the 29<sup>th</sup> Annual 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.
- (xiv) Members may also note that the Notice of the 29<sup>th</sup> Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website [www.cpil.com](http://www.cpil.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office 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, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [info@cpil.com](mailto:info@cpil.com).
- (xv) Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Alankit Assignment Ltd., Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956) shall be transferred to the Investor Education Protection Fund.
- (xvi) The Board of Directors in their meeting held on September 04, 2014 have recommended Final Dividend of Rupee 1 per share on equity shares of Face Value of Rupees 10/- each for financial year ended on 31<sup>st</sup> March, 2014, which if approved Annual General Meeting of the Company will, be paid by 20<sup>th</sup> October, 2014 :
- a. To those members whose name appears on the Company Register of Members after giving effect to all valid share transfers in physical form lodged with Alankit Assignment Ltd., Registrar & Share Transfer Agent on or before 15<sup>th</sup> September, 2014.
  - b. In respect of shares held in electronic form, to those "deemed members" whose name appears in the statements of beneficial ownership furnished by NSDL (National Securities Depositories Ltd.) and CDSL (Central Depositories and Services Ltd.) as on 15<sup>th</sup> September, 2014.
- (xvii) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to the register the same with Alankit Assignment Ltd., Registrar & Share Transfer Agent / NSDL



(National Securities Depositories Ltd.) and CDSL (Central Depositories and Services Ltd.).

(xviii) As per the provisions of Section 152 of the Companies Act, 2013, Mr. Prakash Goyal, Mr. Sanjay Goel and Mr. Nishant Goyal independent Director of the Company retires by rotation at the ensuing Annual general Meeting and has expressed his intention to seek re-election as a Director of the Company. The Company has received declarations from all the Independent Directors stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Brief resume pursuant to clause 49 of the listing agreement of the directors proposed to be appointed/re-appointed at the annual general meeting/nature of their expertise; specific functional areas and name of companies in which they hold directorship are given in the explanatory statement.

(xix) In compliance with Section 108 of the Companies Act, 2013 and relevant rules thereunder, effective from January 01, 2015, however the as a matter of good governance, the Company is conducting the voting process electronically. The business to be transacted at the AGM may be transacted through electronic voting system and the Company is providing the facility for voting by electronic means.

### **Voting through electronic means:**

I. 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 Annual General Meeting (AGM) by electronic

means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

(i) The Notice of the 29th AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided as below /at the bottom of the Attendance Slip for the 29th AGM:

**EVEN (E Voting Event Number)**  
**USER ID**  
**PASSWORD/PIN\_\_\_\_\_**

(ii) NSDL shall also be sending the User-ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above.

(iii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>

(iv) Click on Shareholder – Login

(v). Put user ID and password as initial password noted in step (i) above. Click Login.

(vi). Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and



take utmost care to keep your password confidential.

the folio which may be used for sending future communication(s).

- (vii). Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
  - (viii). Select “EVEN” of Chandra Prabhu International Limited
  - (ix). Now you are ready for e-Voting as Cast Vote page opens.
  - (x). Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (xi). Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xii). Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xiii). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [info@cpil.com](mailto:info@cpil.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (xiv). In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of
- IV. The e-voting period commences on Wednesday September 24, 2014 (9:00 am) and ends on Thursday September 25, 2014 (6:00 pm). 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 Friday 29<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, August 29, 2014.
- VI. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 29, 2014, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- VII. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast 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.
- VIII. The Results shall be declared on or after the 29th Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.cpil.com](http://www.cpil.com) and on the





website of NSDL within two(2) days of passing of the resolutions at the 29<sup>th</sup> Annual General Meeting of the Company on 30th September, 2014 and communicated to the BSE Limited.

**By order of the Board of Directors of  
CHANDRA PRABHU INTERNATIONAL  
LIMITED**

**Akash Jain  
Managing Director  
DIN: 00049303**

September 04, 2014, New Delhi

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**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 (1) of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

**Item No 4-6**

The Company had, has appointed Mr. Prakash Goyal, Mr. Sanjay Goel, Mr. Nishant Goyal as Independent Directors at various times, in compliance with the requirements of the Clause 49 of the Standard Listing Agreement entered with the Stock Exchanges.

Pursuant to the provisions of section 149 of the Companies Act, 2013(Act), which came in to effect from April 1, 2014, every listed public Company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The Nominations Committee has recommended the appointment of these directors as Independent Directors for 5 (five) consecutive years with effect from the date of twenty first Annual General Meeting.

Mr. Prakash Goyal, Mr. Sanjay Goel, Mr. Nishant Goyal non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV & 152 of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given below:

**Mr. Prakash Goyal** is aged about 60 years, has been on the Board of the Company Since 30th January 2003. he is a Qualified Chartered Accountant and has experience of around 30 years in the profession of Chartered Accountancy. His expertise in specific functional areas includes Finance, Taxation, Investment and Management. Mr. Goyal holds Directorship in Ekam Leasing & Finance Co. Ltd.

**Mr. Sanjay Goel** is aged about 44 years, has been on the Board of the Company Since 31st January 2013. He is in the Board of some renowned business corporate and has formed many corporate alliances with domestic and international partners paying the way for enormous growth escalation. He is a Graduate in Arts and has a rich knowledge and experience of many years in handling the multi product and multi locational business entities and holds directorship position in two other Companies i.e. Solar Ignition Products Private Limited and Mundra Fuels Private Limited