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CHANDRA PRABHU INTERNATIONAL LIMITED

30th ANNUAL REPORT 2014-2015

**KEY MANAGERIAL PERSONNEL:**

Mr. Akash Jain, Managing Director
Mr. Amar Singh, Chief Financial Officer
Mr. Nitesh Kumar Singh, Compliance Officer

BOARD OF DIRECTORS

Mr. Prakash Goyal, Independent Director
Mr. Nishant Goyal, Independent Director
Mrs. Sheetal Jain, Director
Mr. Jagdish Jhunjunwala, Independent Director

30TH ANNUAL GENERAL MEETING

DATE: SEPTEMBER 29, 2015

DAY: TUESDAY

TIME: 10:00 A.M.

PLACE: 14, Rani Jhansi Road, New Delhi – 110 055

AUDITORS

M/s. J P S & CO, Chartered Accountants, New Delhi
(Firm Registration No.004086N)

Regd. Office

14, Rani Jhansi Road, New Delhi – 110 055

Branches:

Bokaro, Chandasi, Guwahati and Gurgaon

Bankers:

State Bank of Bikaner & Jaipur, New Delhi
HDFC, New Delhi

Internal Auditor:

B. Rattan and Associates, Chartered Accountant

REGISTRAR & SHARE TRANSFER AGENT:

M/s.Alankit Assignments Limited
1E/13, Jhandewalan Extn.
New Delhi – 110 055

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 **Phone:** 011-23516567

Website: www.cpil.com

NOTICE

Notice is hereby given that the 30TH Annual General Meeting (AGM) of the members of CHANDRA PRABHU INTERNATIONAL LIMITED will be held on Tuesday, the 29th day of September, 2015 at 10.00 A.M. at 14, Rani Jhansi Road, New Delhi-110055, to transact the following business:

ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended 31st March, 2015, the Balance Sheet as at that date & the Reports of Directors & the, Auditors' thereon.
2. To appoint a director in place of Mr. Prakash Goyal (DIN:-02598736), Independent Director of the Company who retires by rotation and, being eligible, has offered himself for re-appointment.
3. **Ratification of Appointment of Statutory Auditors & Fixing their remuneration**

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 there under, as amended from time to time, the company hereby ratifies the appointment of M/s. J P S & CO, Chartered Accountants (Firm Registration No.004086N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty-First AGM of the Company to be held in the year 2016 to examine and audit the accounts of the Company for the Financial year 2015-16, at such remuneration plus service tax, out of pocket expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESSES

4. Appointment of Mr. Jagdish Jhunjunwala 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 Mr. Jagdish Jhunjunwala (DIN: 00304672), who was appointed as an Additional director by the Board of Directors vide Board meeting dated 29th May 2015 and who holds office upto the date of this Annual General Meeting as per the provisions of Section 161 of the Companies Act, 2013("the Act") and in accordance with the Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER 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 there under, read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement entered into with the Stock Exchange(s), Mr. Jagdish Jhunjhunwala (DIN: 00304672), 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 Thirtieth Annual General Meeting of the Company.”

5. Appointment of Mrs. Sheetal Jain as a 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 Section 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs. Sheetal Jain (DIN: 05149539), who was appointed vide Board meeting dated 19th March, 2015 as an Additional Director by the Board under Section 161 of the Companies Act, 2013 in accordance with the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

6. 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
August 31, 2015, 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;
Website: 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 22, 2015 to, Tuesday, September 29 (both days inclusive) for the purpose of Annual General Meeting.
- (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. IE/13, Jhandewalan Extension, New Delhi- 110055, quoting their Folio Number(s).
- (ix) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- (x) The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted 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 30th 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 30th 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 30th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website 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.
- (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 has not recommended any dividend for financial year ended on 31st March, 2015.
 - (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 (DIN02598736), 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. Further term of Mr. Jagdish Jhunhunwala, who was appointed as an Additional Director (Independent Director) is ending on the forthcoming Annual General Meeting. 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.
- Further term of appointment of Mrs. Sheetal Jain, who was appointed as an Additional Director in due compliance with Section 149 of Companies Act, 2013 and clause 49 of the listing agreement regarding appointment of woman Director, is ending on the forthcoming Annual General Meeting and is proposed to be appointed as director of the Company.



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 the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.

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, as amendment from time to time 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 30th 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 30th AGM:

EVEN (E Voting Event Number)
USER ID
PASSWORD/PIN_____

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (<http://www.cpil.com/>).

- (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.
- (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 with a copy marked to evoting@nsdl.co.in.
 - (xiv). In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- 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 the folio which may be used for sending future communication(s).
 - IV. The e-voting period commences on Saturday September 26, 2015 (9:00 am) and ends on Monday September 28, 2015 (5:00 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 22nd September, 2015, 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, Tuesday, September 22, 2015. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (<http://www.cpil.com/>).
 - VI. The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. (NOTE: The Facility for Voting at AGM/ EGM shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”)
 - VII. 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 September 22, 2015, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

- VIII. 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.

- IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.cpil.com and on the website of NSDL and communicated to the BSE Limited where the shares of the Company are listed.

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

**Akash Jain
Managing Director
DIN: 00049303
August 31, 2015; New Delhi**



**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 6 of the accompanying Notice:

Item No 4

Mr. Jagdish Jhunjunwala, was appointed as an Additional Director (Independent Director) by the Board of Directors of the Company at its meeting held on 29th May 2015 in due compliance of Section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement and holds office upto the date of the ensuing 30th Annual General Meeting.

The company has received a notice along with a deposit of Rs. 1,00,000/-(Rupees One Lasc Only) as required by Section 160 of the Companies Act 2013 ("The Act") from a member proposing Mr. Jagdish Jhunjunwala for his appointment as Independent Director of the company.

Mr. Jagdish Jhunjunwala has consented to act as a Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Jhunjunwala fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. Pursuant to Clause 149 (10) of the Act, Mr. Jhunjunwala, if appointed, shall hold office of Independent Director for a term of 5 (five) consecutive years with effect from the date of Thirtieth Annual general Meeting.

In compliance with the provisions of section 149 read with Schedule IV & 152 of the Act, a copy of the draft letter of appointment of Mr. Jagdish Jhunjunwala setting out the terms and conditions of appointment is available for inspection by the Members by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume & Directorship in other companies, pursuant to clause 49 of the listing agreement of Mr. Jhunjunwala is given at the end of this statement.

The Board of Directors recommends the resolution at Item No.4 for approval by members as an ordinary resolution..

None of the Directors or Key Managerial Personnel (KMP) or relatives of the Directors and KMP except Mr. Jagdish Jhunjunwala is concerned or interested in the resolution at the item no. 4 of accompanying notice.

Item No. 5. Appointment of Mrs. Sheetal Jain (DIN: 05149539) as a Woman Director