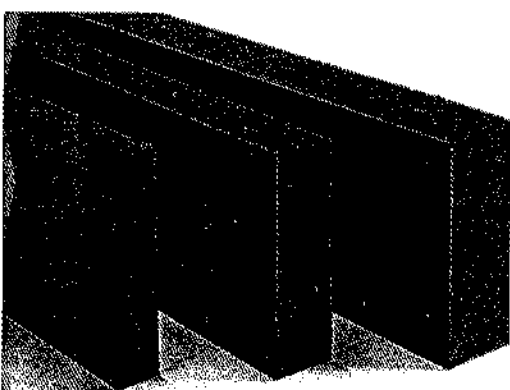
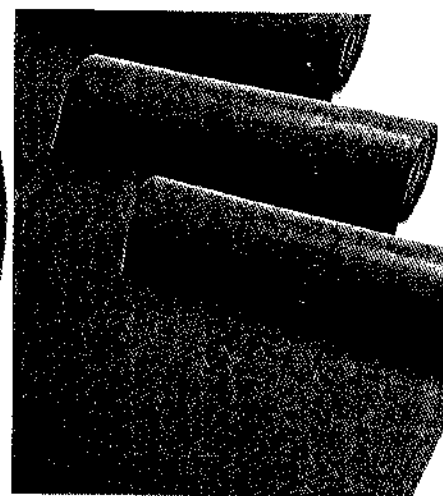
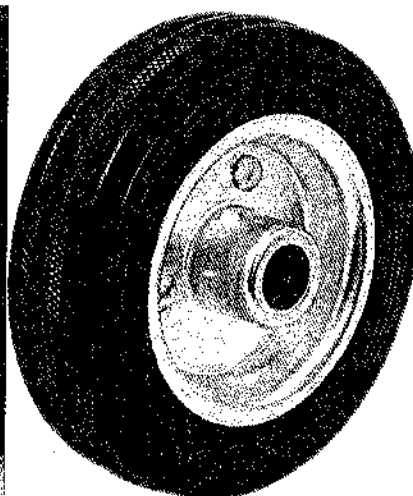
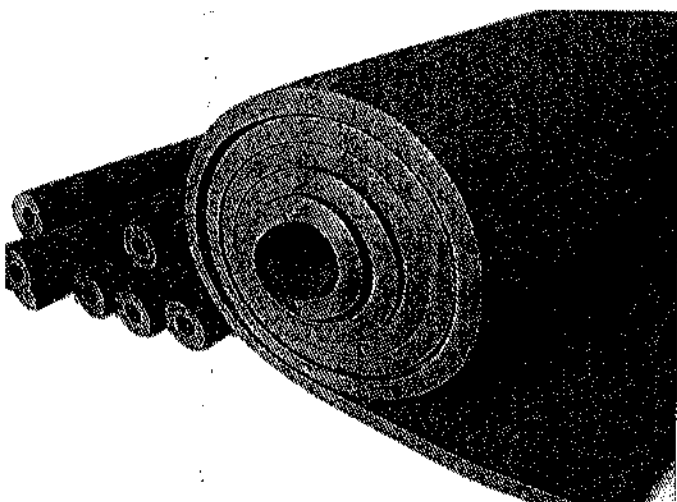


[www.cpil.com](http://www.cpil.com)



# CHANDRA PRABHU INTERNATIONAL LIMITED

## 31<sup>st</sup> ANNUAL REPORT 2015-2016

## COMPANY INFORMATION

CHANDRA PRABHU INTERNATIONAL LTD.



### KEY MANAGERIAL PERSONNEL:

Mr. Akash Jain, Managing Director  
Mr. Amar Singh, Chief Financial Officer  
Ms. Mansi Mehta, Company Secretary & Compliance Officer

### BOARD OF DIRECTORS

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

### 31<sup>ST</sup> ANNUAL GENERAL MEETING

DATE: SEPTEMBER 24, 2016

DAY: SATURDAY

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

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

### NOTICE

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting (AGM) of the members of CHANDRA PRABHU INTERNATIONAL LIMITED will be held on Saturday, the 24<sup>th</sup> day of September, 2016 at 10.00 A.M. at 14, Rani Jhansi Road, New Delhi-110055, to transact the following business:

#### ORDINARY BUSINESSSES

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended 31<sup>st</sup> March, 2016, the Balance Sheet as at that date & the Reports of Directors & the, Auditors' thereon.
2. To appoint a director in place of Mr. Nishant Goyal (DIN:-0654178), 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 all other applicable provisions, if any, of the Companies Act, 2013, and the Companies(Audit & Auditors) Rules 2014, 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-Second AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the Financial year 2016-17, 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 BUSINESSSES

4. 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".

5. **Re-appointment of Mr. Akash Jain as managing director**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the

**NOTICE**

CHANDRA PRABHU INTERNATIONAL LTD.



provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of **Mr. Akash Jain (DIN: 00049303)**, as Managing Director of the Company for a period of three years commencing from 01.02.2017 upto 31.01.2020 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and **Mr. Akash Jain**.

**RESOLVED FURTHER THAT** the remuneration payable to **Mr. Akash Jain**, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all

or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

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

**Akash Jain  
Managing Director  
DIN: 00049303**

**August 29, 2016, 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. The relevant details on required undue Regulations 36 (3) of SEBI (LODR) of the person seeking reappointment under item 2 & 5 of the notice also annexed.
- (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 authorized 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 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 Sunday, September 18, 2016 to, Saturday, September 24, 2016 (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 2015-16 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 Regulation 27 of Listing Obligation & Disclosure Requirement, 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 31<sup>st</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 31<sup>st</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 31<sup>st</sup> Annual General Meeting and the Annual Report for 2016 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 has not recommended any dividend for financial year ended on 31<sup>st</sup> March, 2016.

- (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. Nishant Goyal (DIN:-0654178), 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 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 the Listing Obligation & Disclosure Requirement, SEBI(LODR) 2015, 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 Regulation 44.2 of Listing Obligation & Disclosure Requirement SEBI(LODR) 2015, 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.

(xx) A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting

#### **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 31<sup>st</sup> 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 31<sup>st</sup> 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.

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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](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 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 Wednesday September 21, 2016 (9:00 am) and ends on Friday September 23, 2016 (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 17<sup>th</sup> September, 2016, 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, September 17, 2016. 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. 17<sup>th</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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-



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CHANDRA PRABHU INTERNATIONAL LTD.



off date (record date) of September 17<sup>th</sup>, 2016, 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 along with 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 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 29 2016; 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 & 5 of the accompanying Notice:

**Item No 4**

**APPOINTMENT OF BRANCH AUDITOR**

The Company has branches at Bokaro, Chandasi, Guwahati and Gurgaon and may also open/acquired new branches in future. As per the provisions of the section 143(8) of the Companies Act, 2013 it is necessary that the accounts of branches shall be audited either by accountant appointed under this act or by any other person qualified as an auditor of the Company under this Act. The members are requested to authorise the board of directors to appoint branch auditors.

The board commends 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 is concerned or interested in the resolution at the item no. 6 of accompanying notice.

**Item No 5**

**RE-APPOINTMENT OF MR. AKASH JAIN AS A MANAGING DIRECTOR OF THE COMPANY**

**Mr. Akash Jain (DIN: 00049303)**, was appointed as Chairman and Managing Director by the members to hold office up to January 31, 2017 and hence continuation of his employment as Executive Chairman and Managing Director requires the approval of members by way of an Ordinary resolution.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board, Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 29, 2016 approving re-appointment of **Mr. Akash Jain** as Managing Director of the Company for a further period of three years with effect from February 01, 2017 to January 31, 2020. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The details of remuneration payable to **Mr. Akash Jain** and the material terms and conditions of the re-appointment are as follows:

- a. Salary: Rs 2, 00,000 per month (Rupees Two Lacs Only).
- b. Perquisites as detailed below :