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CHANDRA PRABHU INTERNATIONAL LTD

32nd ANNUAL REPORT 2016-17

COMPANY INFORMATION**CHANDRA PRABHU INTERNATIONAL LTD.****KEY MANAGERIAL PERSONNEL:**

Mr. Gajraj Jain, Chairman cum Managing Director
Mr. Akash Jain, Joint Managing Director
Mr. Amar Singh, Chief Financial Officer
Mr. Mansi Mehta, Company Secretary & Compliance Officer

BOARD OF DIRECTORS

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

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, Gurgaon & Kolkata

Bankers:

State Bank of India, New Delhi
HDFC, New Delhi

Internal Auditor:

B. Rattan and Associates, Chartered Accountant

REGISTRAR & SHARE TRANSFER AGENT:

M/s. Alankit Assignments Limited
1B/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

32nd ANNUAL GENERAL MEETING

DATE: SEPTEMBER 16, 2017

DAY: SATURDAY

TIME: 09:30 A.M.

PLACE: Rana Apartment, Plot No. 547, Gali No.2, Kapashera, Hijwasan Road, New Delhi-110037

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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 32nd Annual General Meeting (AGM) of the members of CHANDRA PRABHU INTERNATIONAL LIMITED will be held on Saturday, the 16th day of September, 2017 at 09:30 A.M. at Rana Apartment, Plot No. 547, Gali No.2, Kapashera, Bijwasan Road, New Delhi-110037 to transact the following business:-

ORDINARY BUSINESSES

1. To receive, consider and adopt :-

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

2. Appointment of Statutory Auditor

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 139,142 and all other applicable provisions, if any, of the Companies Act, 2013

and the Rules framed there under, as amended from time to time, and pursuant to the recommendations by the Audit Committee, M/s Mittal Garg Gupta & Co., Chartered Accountants (FRN 016591N) be and is hereby appointed as Statutory Auditors of the Company for 5 years in place of the retiring auditor M/s J P S & Co., Chartered Accountants (FRN 004086N), to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration as may be mutually agreed between the Board of Directors of the Company and Statutory Auditors."

SPECIAL BUSINESSES

3. Appointment of Mr. Gajraj 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, Mr. Gajraj Jain (DIN: 00049199), who was appointed vide Board meeting dated 17th April, 2017 as an Additional Director by the Board under Section 161 of the Companies Act, 2013 and 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 his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.



4. Appointment of Mr. Gajraj Jain as Chairman Cum Managing 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 recommendation of the Nomination and Remuneration Committee and subject to the 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 for the appointment of Mr. Gajraj Jain (DIN: 00049199), as Chairman Cum Managing Director of the Company for a period of three years commencing from 17/04/2017 upto 16/04/2020 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. Gajraj Jain.

RESOLVED FURTHER THAT the remuneration payable to Mr. Gajraj 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.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be

necessary, proper and expedient to give effect to this Resolution."

5. Approval for Change in Terms of Appointment of Mr. Akash Jain, Joint Managing Director

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

"RESOLVED THAT in partial modification of earlier resolution passed in the Annual General Meeting held on September 24, 2016 with regard to approval to the re-appointment of Mr. Akash Jain, as Managing Director of the Company, pursuant to section 196, 203 and 197 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for changes in terms & conditions of his appointment as follows :-

1. Change in designation of Mr. Akash Jain from Managing Director to Joint Managing Director.
2. Change in his remuneration i.e, from existing Rs. 2, 00,000/- per month to Rs. 1, 00,000/- per month, for the remaining period of his tenure of office, with effect from April 17, 2017.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Akash Jain, Managing Director, shall remain unchanged."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**6. Appointment of Mrs. Hemlata Jain as a Director(Woman) 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, Section 149 (1) and Rule 3 of Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Mrs. Hemlata Jain (DIN: 00049212), who was appointed vide Board meeting dated 11th August, 2017 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."

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
Joint Managing Director
DIN: 00049303
August 11, 2017, 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

NOTICE

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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 Saturday, September 09, 2017 to, Saturday, September 16, 2017 (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 2016-17 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 SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015 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 32nd 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 32nd 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 32nd Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.cpiil.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@cpiil.com.
- (xv) Pursuant to the provisions of Section 124(5) of the Companies Act 2013, dividend for the Financial year ended **March 31, 2010**,

which shall be remained unclaimed or unpaid for a period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (IEPF) established under section 125 of the Companies act, 2013. Member(s) who have not encashed their dividend warrants so far for the financial year ended March 31, 2010 or any subsequent financial year are requested to make their claims to the office of the Registrar and Share Transfer Agents, Alankit Assignment Ltd, 1F/13, Jhandewalan Extension, New Delhi-110055. The dividend for the financial year ended March 31, 2010 will be transferred to the aforesaid account on or after December 4, 2017.

- (xvi) 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 shall be transferred to the Investor Education Protection Fund.
- (xvii) The Board of Directors has not recommended any dividend for financial year ended on 31st March, 2017.
- (xviii) 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.).
- (xix) As per the provisions of Section 152 of the Companies Act, 2013, 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.

Mr. Gajraj Jain, Chairman Cum Managing Director and Mr. Akash Jain, Joint Managing Director being executive directors (whole-time directors) are not liable to be retire by rotation. Further, Mr. Prakash Goyal, Mr. Saurabh Jain & Mr. Jagdish Jhunjhunwala being independent directors are not liable to retire by rotation.

Brief resume pursuant to the Listing Obligation & Disclosure Requirement, 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.

- (xx) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 79 of Listing Obligation & Disclosure Requirement, 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:

1. 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 32nd 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 32nd 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.epil.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.

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- (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, IIUF, NRI etc.) are required to send scanned copy (PDF/EPG 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 kksandassociates@gmail.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 Wednesday September 13, 2017 (9:00 am) and ends on Friday September 15, 2017 (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 9th September, 2017, 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 Saturday, September 9, 2017. 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. September 9, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (<http://www.epil.com/>).

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- VI. The facility for voting through remote e-voting / ballot paper / Polling 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 "Polling 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 9, 2017, 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.cpiil.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
Joint Managing Director
DIN: 00049303
August 11, 2017; New Delhi
