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CHANDRA PRABHU INTERNATIONAL LIMITED



33RD ANNUAL REPORT
2017-18

**KEY MANAGERIAL PERSONNEL :**

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

BOARD OF DIRECTORS

Mr. Prakash Goyal, Independent Director
 Mr. Nishant Goyal, Independent Director
 Mr. Jagdish Jhunjhunwala, Independent Director (up to 04-06-2018)
 Mr. Jitendra Kumar Mishra, Independent Director (w.e.f. 14-08-2018)
 Mrs. Hemlata Jain, Woman Director

Auditors

M/s. Mittal Garg Gupta & Co.
 Chartered Accountants, New Delhi
 (Firm Registration No. 01659IN)

Regd. Office

14, Rani Jhansi Road, New Delhi-110 055

Branches:

Bokaro, Chandasi, Guwahati, Gurgaon and 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
 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.

33RD ANNUAL GENERAL MEETING

Date : September 28, 2018

Day : Friday

Time : 10:00 a.m.

Place : Madhu Farm House, Jain Colony,
 Near Balajee Properties, Thane Vala Road,
 Bhalswa Diary, New Delhi-110042

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CHANDRA PRABHU INTERNATIONAL LIMITED

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

Phone : 011-23516567 | **Email:** info@cpil.com | **Website :** www.cpil.com

(CIN : L51909DL1984PLC019441)

NOTICE

Notice is hereby given that the **33rd Annual General Meeting (AGM)** of the members of **CHANDRA PRABHU INTERNATIONAL LIMITED** will be held on **Friday, the 28th day of September, 2018** at **Madhu Farm House, Jain Colony, Near Balajee Properties, Thane Vala Road, Bhalswa Diary, New Delhi-110042** at **10.00 a.m.** to transact the following business:-

ORDINARY BUSINESSES

1. **To receive, consider and adopt:-**
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018, together with the Report of the Auditors thereon.
2. **To appoint a Director in place of Mrs. Hemlata Jain (DIN: 00049212), who retires by rotation and being eligible, has offered herself for re-appointment.**

SPECIAL BUSINESSES

3. **Appointment of Mr. Jitendra Kumar Mishra (DIN:-07983426) 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Jitendra Kumar Mishra (DIN:-07983426)**, who was appointed as an Additional Director (in the category of Independent Director) w.e.f. 14th August, 2018, pursuant to the provisions of Section 161(1) of the Act, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for 5 (five) consecutive years w.e.f. August 14, 2018 to August 13, 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient, desirable to give effect to the above Resolution.”

4. **Approval for service of documents to members pursuant to Section 20 of the Companies Act, 2013.**

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 20 (2) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), whereby, a document may be served to any member by the Company by registered post, by speed post, by courier, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to the Board of Directors to charge/recover from the member such fees equivalent to actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to this resolution”.

5. 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 there under 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 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

Date : August 29, 2018

Place : New Delhi

Corporate Identification Number (CIN):

L51909DL1984PLC019441

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

Phone: 011-23516567, 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) Proxy in prescribed Form No. MGT-11 is enclosed herewith. Proxy shall not have a right to speak at the Meeting.
- (v) 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.
- (vi) 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.
- (vii) 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.
- (viii) The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 21, 2018 to Friday, September 28, 2018** (both days inclusive) for the purpose of Annual General Meeting.
- (ix) 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).
- (x) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- (xi) The Notice of the AGM along with the Annual Report 2017-18 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.
- (xii) 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.
- (xiii) 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 Directors' Report forming part of the Annual Report.

- (xiv) Electronic copy of the Notice of the 33rd 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 33rd 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.

- (xv) Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2018 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.

- (xvi) Pursuant to the provisions of Section 124(5) of the Companies Act 2013, dividend for the Financial year ended March 31, 2011, 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, 2011 or any subsequent financial year are requested to make their claims to the office of the Registrar and Share Transfer Agents, Alankit Assignment Ltd, 1E/13, Jhandewalan Extension, New Delhi-110055. The dividend for the financial year ended March 31, 2011 will be transferred to the aforesaid account on or before December 2, 2018.

- (xvii) 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.

- (xviii) The Board of Directors has not recommended any dividend for financial year ended on 31st March, 2018.

- (xix) 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.)



(xx) The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) and Bank Account Details by every participant in securities market.

Members holding shares in electronic form are therefore, requested to submit the PAN and Bank Account Details to their depository participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to RTA i.e. Alankit Assignment Ltd.

As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, submission of a copy of PAN card of the transferor and transferee is mandatory for transfer of shares held in physical form.

(xxi) 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. Nishant Goyal & Mr. Jitendra Kumar Mishra being independent directors are not liable to retire by rotation.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”) and rules made there under and Article of Association of the Company Mrs. Hemlata Jain (DIN: 00049212), retires by rotation

and being eligible, offers herself for re-appointment.

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.

(xxii) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 44 of SEBI (Listing Obligation & Disclosure Requirement,) Regulations, 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.

(xxiii) A Route Map along with Prominent Landmark for easy location to reach 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 33rd 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 33rd 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: 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 Tuesday September 25, 2018 (9:00 am) and ends on Thursday September 27, 2018 (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 21st September, 2018, 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, September 21, 2018. 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 21, 2018 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) i.e. of September 21, 2018, 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
Joint Managing Director
DIN: 00049303

Date : August 29, 2018

Place : 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. 3 to 5 of the accompanying Notice:

Item No 3**Appointment of Mr. Jitendra Kumar Mishra (DIN:-07983426) as an Independent director of the Company**

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board of Directors at their meeting held on August 14, 2018 have appointed Shri Jitendra Kumar Mishra (DIN:- 07983426) as an Additional Director (in the category of Independent Director) of the Company for a term of 5 (five) consecutive years w.e.f. August 14, 2018 to August 13, 2023, subject to approval of members at ensuing Annual General Meeting. Shri Jitendra Kumar Mishra has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

A brief profile of Shri Jitendra Kumar Mishra (DIN:- 07983426), Independent Directors to be appointed is given below:

Jitendra Kumar Mishra aged 47 years is an associate member of Institute of Chartered Accountant of India bearing Membership Number -058953 and also a qualified Cost & Management Accountant with 17 years of experience in Finance, Funds Management, Business Restructuring, Accounting, Budgeting, Business Planning, Taxation (Direct and Indirect), Treasury operations and Risk Management with Core competencies. He possesses outstanding exposures as a practicing Chartered Accountant of various industries.

Shri Jitendra Kumar Mishra does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Shri Jitendra Kumar Mishra has fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director. Copy of the draft letter for appointment of Shri Jitendra Kumar Mishra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his association and valuable guidance would be of immense benefit to the Company and it is desirable to avail services of Shri Jitendra Kumar Mishra as an Independent Director.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Except Shri Jitendra Kumar Mishra, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.