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**CHANDRA PRABHU  
INTERNATIONAL LTD.**



**34<sup>th</sup>**

**ANNUAL  
REPORT** 2018-19



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**KEY MANAGERIAL PERSONNEL :**

Mr. Gajraj Jain, Chairman cum Managing Director

Mr. Amar Singh, Chief Financial Officer

Mrs. Mansi Mehta, Company Secretary & Compliance Officer

**BOARD OF DIRECTORS**

Mr. Jitendra Kumar Mishra, Independent Director

Mr. Prakash Goyal, Independent Director

Mr. Nishant Goyal, Independent Director

Mrs. Hemlata Jain, Promoter -Woman Director

**Statutory 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,

Kolkata and Gandhidham (Gujarat)

**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

4E/2, 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

**34<sup>TH</sup> ANNUAL GENERAL MEETING**

Date : September 28, 2019

Day : Saturday

Time : 10:00 a.m.

Place : Satvik By Chabra Farms,  
Pushpanjali Farms, G-1, Dwarka Link Road,  
Near Tivoli, Bijwasan, New Delhi - 110037



## 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 **34<sup>th</sup> Annual General Meeting (AGM)** of the members of **CHANDRA PRABHU INTERNATIONAL LIMITED** will be held on **Saturday, the 28<sup>th</sup> day of September, 2019** at **Satvik by Chabra Farms, Pushpanjali Farms, G-1, Dwarka Link Road, Near Tivoli, Bijwasan, New Delhi-110037** 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, 2019, 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, 2019, 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.**

**3. To declare a Final Dividend of Re. 0.50/- per share on Equity shares of face value of Rs. 10 /- each for the financial year ended on 31<sup>st</sup> March 2019.**

### SPECIAL BUSINESSES

**4. Re-Appointment of Mr. Prakash Goyal (DIN:- 02598736) as an Independent director of the Company.**

To consider and if thought fit to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), 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 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Prakash Goyal (DIN:-02598736), who was appointed as an Independent Director at the Twenty ninth Annual General Meeting of the company and who holds office up to September 29, 2019 and who is eligible for re-appointment and who also meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted declaration to that effect, be and is hereby re-appointed as an Independent Director of the company (whose office shall not be liable to retire by rotation,) to hold office for a second term of five years commencing with effect from September 30, 2019 up to September 29, 2024.

**RESOLVED FURTHER THAT** the Board of Directors and/or company secretary 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.”

**5. Re-Appointment of Mr. Nishant Goyal (DIN:- 06541748) as an Independent director of the Company**



To consider and if thought fit to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), 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 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Nishant Goyal (DIN:-06541748), who was appointed as an Independent Director at the Twenty ninth Annual General Meeting of the company and who holds office up to September 29, 2019 and who is eligible for re-appointment and who also meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted declaration to that effect, be and is hereby re-appointed as an Independent Director of the company (whose office shall not be liable to retire by rotation,) to hold office for a second term of five years commencing with effect from September 30, 2019 up to September 29, 2024.

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

**6. Re-Appointment of Mr. Gajraj Jain (DIN : 00049199) as the Chairman Cum Managing director**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT**, in accordance with the provisions of Sections 196, 197 and 203 of the

Companies Act, 2013, or any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments 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. Gajraj Jain (DIN: 00049199) as Chairman Cum Managing Director of the company for a period of three years from with effect from 17<sup>th</sup> April, 2020 on the remuneration as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the Explanatory Statement annexed to the notice convening this meeting, 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 the Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of directors and/or the company secretary 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.”

**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 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 authorized 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”.

**8. To Consider And Approve Borrowing Limit Of The Company U/S 180(1)(C) Of The Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications) or re-enactment thereof for the time being in force), the consent of members be and is hereby accorded to the Board of Directors of the Company for borrowing for and on behalf of Company any sum or sums of money from time to time from any one or more of the Company's Bankers and/ or from any one or more other persons, firms, bodies Corporate, or financial institutions whether by way of cash credit, advance, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the monies so borrowed together with monies, if any already borrowed by the Company (apart from temporary loans obtained from the Company 's bankers in the ordinary course of

business) may exceed the aggregate of the paid up share capital of the company and its free reserves that is to say, reserves not set apart for any specific purpose provided that the total amount outstanding at any time shall not exceed **Rs. 50 Crores (Rupees Fifty Crores Only)** in excess of the aggregate of the paid up share capital of the Company & its free reserves as aforesaid from time to time.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle an execute such documents/ deeds/ writings/ papers and agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its committee(s)/director(s) or any officers of the company to do all such acts, deeds, or things as it may in its absolute discretion deem necessary proper and fit”

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

**Gajraj Jain  
Chairman Cum Managing Director  
DIN: 00049199**

**Date : August 28, 2019**

**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: [investor@cpil.com](mailto:investor@cpil.com), [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 pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 ("SEBI Listing Regulation") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/reappointment at this Annual General Meeting are also annexed herewith.

- (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.**

**PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED 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. REVENUE STAMP SHOULD BE AFFIXED ON THE PROXY FORM. FORM WITHOUT REVENUE STAMP LIABLE TO CONSIDERED AS INVALID.**

- (iii) Proxy in prescribed **Form No. MGT-11** is enclosed herewith. Proxy shall not have a right to speak at the 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 is 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 **Monday, September 23, 2019 to Saturday, September 28, 2019** (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, i.e. Alankit Assignment Ltd. 4E/2, 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 2018-19 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 and Board Report forming part of the Annual Report.
- (xiii) Electronic copy of the Notice of the 34<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
- For members who have not registered their email address, physical copies of the Notice of the 34<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (xiv) Members may also note that the Notice of the 34<sup>th</sup> Annual General Meeting and the Annual Report for 2019 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), [cs@cpil.com](mailto:cs@cpil.com)
- (xv) Pursuant to the provisions of Section 124(5) of the Companies Act 2013, dividend for the Financial year ended March 31, 2012, 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 encash their dividend warrants so far for the financial year ended March 31, 2012 or any subsequent financial year are requested to make their claims to the office of the Registrar and Share Transfer Agents, Alankit Assignment Ltd ,4E/2, Jhandewalan Extension, New Delhi-110055. The dividend for the financial year ended March 31, 2012 will be transferred to the aforesaid account on or before **December 01, 2019**.





- (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 in their meeting held on May 28, 2019, have recommended **Re. 0.50/- per share on Equity shares of Face Value of Rs.10/- each as the Final dividend for financial year ended on 31<sup>st</sup> March, 2019.**
- (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) Subject to the provisions of Section 126 of the Act, if the Final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before **Saturday, October 26, 2019** as under:
- i. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours of **Record Date i.e. Saturday, September 21, 2019;**
  - ii. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours of **Record Date i.e. on Saturday, September 21, 2019.**
- (xx) To ensure timely credit of dividend through the approved electronic mechanism or dividend warrant/payment instruments, Members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR Code/relevant details to the respective depository participant in case of shares held in demat mode or Registrar and Share Transfer Agents of the Company in case shares held in physical mode, **on or before Saturday, September 21, 2019.**
- (xxi) As per Regulation 40 of SEBI Listing Regulations, as amended, the securities of Listed Companies can be transferred only in dematerialized form w.e.f 01<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities.
- In view of this and to eliminate all risks associated with physical shares and for ease of members, members holding shares in physical form are requested to converting their shares in dematerialized form.
- Members can contact company or company's **Registrar & Transfer Agent (RTA) i.e. Alankit assignment ltd** for assistance in this regard.
- (xxii) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and



branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agents to provide efficient and better services.

(xxiii) 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. Prakash Goyal, Mr. Nishant Goyal, Independent director of the company who had been appointed for a period of 5 years w.e.f September 30, 2014 and are not liable to retire by rotation, being eligible, offers themselves for re-appointment as Independent Director of the Company for a term of Five (5) years as detailed in Notice and explanatory Statement of 34<sup>th</sup> Annual General Meeting annexed herewith & Mr. Jitendra Kumar Mishra being independent director is also not liable to retire by rotation

Mr. Gajraj Jain, who had been appointed Chairman Cum Managing Director for a period of three (3) years i.e. 17/04/2017 to 16/04/2020 as being executive director is not liable to be retire by rotation. However Mr. Gajraj Jain being eligible, offers himself for re-appointment for a further period of three (3) years which is subjected to shareholder's approval as detailed in Notice and explanatory Statement of 34<sup>th</sup> Annual General Meeting annexed herewith.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") and rules made there under and as per the Article of Association of the Company Mrs. Hemlata Jain (DIN: 00049212) woman director, 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.

(xxiv) 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 Requirements) 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.