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**CHANDRA PRABHU
INTERNATIONAL LTD.**



35TH
ANNUAL
REPORT
2019-20

CHANDRA PRABHU INTERNATIONAL LIMITED (CPIL)

At a Glance

VISION & MISSION

CPIL's business ethics promote higher levels of excellence. The group's values of Customer Sovereignty, People Orientation, Innovation & Entrepreneurship, Transparency & Integrity, Passion for Superior Performance, Anticipation, Speed and Flexibility propel it to perform and excel in all spheres of activity.



CHANDRA PRABHU INTERNATIONAL LIMITED (CPIL) is an enterprise with many years' tradition, whose foundations were laid 35 years ago.

During its tenure as a public limited company, CPIL has built a formidable reputation of being a completely professionally managed company where customer-satisfaction is of paramount consideration. Our company CPIL as one of the leaders in trade of imports and exports. We are having an experience of over 25 years dealing in export/import of agro commodities, coal and synthetic rubber etc. We are having networks all over India which enable us to fulfill the supply chain of all kind of agro commodities to our valuable clients.



CHAIRMAN MESSAGE

Excellence Driven By Passion

We believe that business success is derived not from one large heave of the giant flywheel, but from a number of small initiatives, constantly putting one's shoulder to the wheel, often shifting its direction as consumers and the business environment change. We may shift only inches each time, but a time comes when the flywheel begins to acquire an independent momentum.

GAJRAJ JAIN
Chairman Cum Managing Director

**KEY MANAGERIAL PERSONNEL :**

Mr. Gajraj Jain, Chairman cum Managing Director
 Mr. Amar Singh, Chief Financial Officer
 Mrs. Mansi Mehta, Company Secretary &
 Compliance Officer (Upto 25th March, 2020)
 Ms. Komal, Company Secretary &
 Compliance Officer (w.e.f 20th June, 2020)

BOARD OF DIRECTORS:

Mr. Jitendra Kumar Mishra, Independent Director
 Mr. Prakash Goyal, Independent Director
 Mr. Nishant Goyal, Independent Director
 (Upto 20th June, 2020)
 Mrs. Hemlata Jain, Woman Director

REGISTERED OFFICE

14, Rani Jhansi Road, New Delhi – 110 055

CORPORATE OFFICE

522, Fifth Floor, DLF Galleria Commercial Complex,
 DLF City Phase IV, Gurugram, Haryana, 122009

STATUTORY AUDITOR

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

35th ANNUAL GENERAL MEETING	
Date	21 st September, 2020
Day	Monday
Time	11:00 A.M.
Place	Through Video Conferencing/Other Audio Visual Means

INTERNAL AUDITOR

B. Rattan and Associates, Chartered Accountant

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Alankit Assignments Limited
 4E/2, Jhandewalan Extension, New Delhi – 110055

BANKERS

State Bank of India, New Delhi
 HDFC, New Delhi

BRANCHES

Bokaro, Chandasi, Guwahati, Gurgaon, Kolkata and Gandhidham

NOTE: In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated 12th May 2020, the Notice of AGM along with Annual Report for the financial year 2019-20 is being sent only through electronic mode to those whose email addresses are registered with the company/depositories. Members may note that the Notice and Annual Report has been uploaded on the website of the Company at www.cpil.com. The Notice as well as the Annual Report 2019-20 can also be accessed from the websites of the Stock Exchange at www.bseindia.com.



COMPOSITION OF COMMITTEES OF THE COMPANY



AUDIT COMMITTEE

Mr. Prakash Goyal – Chairman

Mr. Gajraj Jain – Member

Mr. Jitendra Kumar Mishra – Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Prakash Goyal – Chairman

Mrs. Hemlata Jain – Member

Mr. Jitendra Kumar Mishra – Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Prakash Goyal – Chairman

Mrs Hemlata Jain – Member

Mr. Gajraj Jain – Member



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STATUTORY SECTION



CHANDRA PRABHU INTERNATIONAL LIMITED

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

Corporate Off.: 522, Fifth Floor, DLF Galleria Commercial Complex, DLF City Phase IV, Gurugram, Haryana, 122009

Phone : +91-11-23516567, +91-124-44754936 | **Email:** info@cpil.com | **Website :** www.cpil.com

(CIN : L51909DL1984PLC019441)

NOTICE

Notice is hereby given that the **35th Annual General Meeting (AGM)** of the members of **CHANDRA PRABHU INTERNATIONAL LIMITED** will be held on **Monday, the 21st day of September, 2020** at **11.00 A.M. IST through Video Conferencing ("VC") or other Audio Visual Means ('OAVM')** to transact the following business:-

ORDINARY BUSINESSES

1. To receive, consider and adopt:-

the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and 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 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".

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 officer(s) 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

August 07, 2020, Gurugram

Corporate Identification Number (CIN):
L51909DL1984PLC019441

Registered Office:

14, Rani Jhansi Road, New Delhi-110055
Phone: 011-23516567, Fax: 91-11-23553698
Corporate Off: 522, Fifth Floor, DLF Galleria Commercial Complex, DLF City Phase IV, Gurugram, Haryana-122009
Email: info@cpil.com **Phone:** +91-124-44754936
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. 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) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Securities Exchange Board of India (SEBI) Circular dated 12th May, 2020, the forthcoming 35th AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) from a common venue. Hence, Members can attend and participate in the ensuing AGM and also vote through VC/OAVM without physical presence of the Members at a common venue.
- (iii) In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 35th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
- (iv) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- (v) A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- (vi) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



- (vii) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (viii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated 12th May 2020, the Notice of AGM along with Annual Report for the financial year 2019-20 is being sent only through electronic mode to those whose email addresses are registered with the company/depositories. Members may note that the Notice and Annual Report has been uploaded on the website of the Company at www.cpil.com. The Notice as well as the Annual Report 2019-20 can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
- (ix) Corporate Members intending to send their authorized representatives to attend the meeting through VC/OAVM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (x) Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least ten days before the Meeting, so that the information required will be made available at the Annual General Meeting.
- (xi) All the documents referred to in the accompanying Notice of AGM and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM upon log-in to NSDL e-voting system at www.evoting.nsdl.com.
- (xii) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 15, 2020 to Monday, September 21, 2020 (both days inclusive) for the purpose of Annual General Meeting.
- (xiii) 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).
- (xiv) 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 Board's Report forming part of the Annual Report.
- (xv) Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2020 will also be available on the Company's website www.cpil.com for their download. For any communication, the shareholders may also send requests to the Company's designated email id: info@cpil.com, cs@cpil.com.
- (xvi) Pursuant to the provisions of Section 124(5) of the Companies Act 2013, dividend for the Financial year ended March 31, 2013, 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