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CHANDRA PRABHU INTERNATIONAL LIMITED

30th ANNUAL REPORT 2014-2015

**KEY MANAGERIAL PERSONNEL:**

Mr. Akash Jain, Managing Director
Mr. Amar Singh, Chief Financial Officer
Mr. Nitesh Kumar Singh, Compliance Officer

BOARD OF DIRECTORS

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

30TH ANNUAL GENERAL MEETING

DATE: SEPTEMBER 29, 2015

DAY: TUESDAY

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 **Phone:** 011-23516567

Website: www.cpil.com

NOTICE

Notice is hereby given that the 30TH Annual General Meeting (AGM) of the members of CHANDRA PRABHU INTERNATIONAL LIMITED will be held on Tuesday, the 29th day of September, 2015 at 10.00 A.M. at 14, Rani Jhansi Road, New Delhi-110055, to transact the following business:

ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended 31st March, 2015, the Balance Sheet as at that date & the Reports of Directors & the, Auditors' thereon.
2. To appoint a director in place of Mr. Prakash Goyal (DIN:-02598736), 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 other applicable provisions, if any, of the Companies Act, 2013, and the rules

framed there under, 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-First AGM of the Company to be held in the year 2016 to examine and audit the accounts of the Company for the Financial year 2015-16, 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 BUSINESSES

4. Appointment of Mr. Jagdish Jhunjunwala 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** Mr. Jagdish Jhunjunwala (DIN: 00304672), who was appointed as an Additional director by the Board of Directors vide Board meeting dated 29th May 2015 and who holds office upto the date of this Annual General Meeting as per the provisions of Section 161 of the Companies Act, 2013(“the Act”) and in accordance with the Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company 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.”

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies



Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreement entered into with the Stock Exchange(s), Mr. Jagdish Jhunjhunwala (DIN: 00304672), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of Thirtieth Annual General Meeting of the Company .”

5. Appointment of Mrs. Sheetal 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, Mrs. Sheetal Jain (DIN: 05149539), who was appointed vide Board meeting dated 19th March, 2015 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."

6. 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
Managing Director
DIN: 00049303
August 31, 2015, 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

**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 Tuesday, September 22, 2015 to, Tuesday, September 29 (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 2014-15 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 Clause 49 of Listing Agreement 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 30th 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 30th 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 30th Annual General Meeting and the Annual Report for 2015 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.
- (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 31st March, 2015.
- (xvii) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to 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. Prakash Goyal (DIN02598736), 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 term of Mr. Jagdish Jhunjunwala, who was appointed as an Additional Director (Independent Director) is ending on the forthcoming Annual General Meeting. 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.
- Further term of appointment of Mrs. Sheetal Jain, who was appointed as an Additional Director in due compliance with Section 149 of Companies Act, 2013 and clause 49 of the listing agreement regarding appointment of woman Director, is ending on the forthcoming Annual General Meeting and is proposed to be appointed as director of the Company.



Brief resume pursuant to clause 49 of the listing agreement of 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 clause 35B of the listing agreement, 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:

- 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 30th 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 30th 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 info@cpil.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 Saturday September 26, 2015 (9:00 am) and ends on Monday September 28, 2015 (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 22nd September, 2015, 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, Tuesday, September 22, 2015. 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. 22nd September, 2015, 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) of September 22, 2015, 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
Managing Director
DIN: 00049303
August 31, 2015; 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. 4 to 6 of the accompanying Notice:

Item No 4

Mr. Jagdish Jhunjhunwala, was appointed as an Additional Director (Independent Director) by the Board of Directors of the Company at its meeting held on 29th May 2015 in due compliance of Section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement and holds office upto the date of the ensuing 30th Annual General Meeting.

The company has received a notice along with a deposit of Rs. 1,00,000/- (Rupees One Lasc Only) as required by Section 160 of the Companies Act 2013 ("The Act") from a member proposing Mr. Jagdish Jhunjhunwala for his appointment as Independent Director of the company.

Mr. Jagdish Jhunjhunwala has consented to act as a Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Jhunjhunwala fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. Pursuant to Clause 149 (10) of the Act, Mr. Jhunjhunwala, if appointed, shall hold office of Independent Director for a term of 5 (five) consecutive years with effect from the date of Thirtieth Annual general Meeting.

In compliance with the provisions of section 149 read with Schedule IV & 152 of the Act, a copy of the draft letter of appointment of Mr. Jagdish Jhunjhunwala setting out the terms and conditions of appointment is available for inspection by the Members by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume & Directorship in other companies, pursuant to clause 49 of the listing agreement of Mr. Jhunjhunwala is given at the end of this statement.

The Board of Directors recommends 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 except Mr. Jagdish Jhunjhunwala is concerned or interested in the resolution at the item no. 4 of accompanying notice.

Item No. 5. Appointment of Mrs. Sheetal Jain (DIN: 05149539) as a Woman Director



Mrs. Sheetal Jain (DIN: 05149539) was appointed by the Board of Directors of the Company in the Board Meeting dated 19th March, 2015 as an additional director (woman director) pursuant to section 161 of the Companies Act, 2013 in due compliance of the provision of Section 149 of the Companies Act, 2013 and rules made thereunder and clause 49 IIA of the Listing Agreement regarding appointment of woman director and holds only till the date of this Annual General Meeting. The Company has received a notice as prescribed under Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.1,00,000/- signifying her intention to propose Mrs. Sheetal Jain (DIN: 05149539) as Director of the Company liable to retire by rotation. The Company has received from Mrs. Sheetal Jain (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board of Directors recommends the passing of the resolution at item no.5 for approval by members as an ordinary resolution.

Except Mr. Akash Jain (husband), Mrs. Sheetal Jain, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution at the item no. 5 of accompanying notice.

Item No 6. 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 authorised the board of directors to appoint branch auditors.

The board commends the resolution at item no.6 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.

Date-August 31, 2015

Place-New Delhi

Corporate Identification Number

(CIN) : **L51909DL1984PLC019441**

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

Phone: +91-11-23516567, Fax: 91-11-23553698

Email: info@cpil.com; Website. www.cpil.com

By order of the Board of Directors

Akash Jain

Managing Director

DIN: 00049303



Detail of Directors seeking Appointment/re-appointment at the Annual General Meeting

Particulars	Mr. Prakash Goyal	Mr. Jagdish Jhunjunwala	Mrs. Sheetal Jain
Date of Birth	01/08/1953	29/01/1957	27/10/1977
Date of Appointment	31/01/2003	29 /05/2015	19/03/2015
Qualifications	Chartered Accountant	Bachelor's in Arts	Commerce Graduate
Expertise in specific functional areas	Wide experience in Finance, Taxation, Investment and Management	Wide experience in handling the multi product and multi locational business entities	Wide experience in general management & administration
Directorship held in other Companies (excluding Foreign Company)	<ul style="list-style-type: none"> ● Ekam leasing and finance co. Limited ● Alsan Rubber & Chemicals Private Limited 	<ul style="list-style-type: none"> ● Yeast infrastructures private limited ● Top gear transport solutions private limited 	<ul style="list-style-type: none"> ● Apna Niwas Promoters Private Limited
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investor Grievance Committee)	NIL	NIL	NIL
Number of shares held in the Company	NIL	NIL	1,90,002 equity shares


To the Members of Chandra Prabhu International Ltd.

Your Directors are pleased to have this opportunity to report on Company's progress during the year financial year 2014-15 and to submit the 30th Annual Report & Audited Balance Sheet as on 31st March, 2015 and Profit & Loss Account for the period ended on 31st March, 2015.

FINANCIAL RESULTS
(Rs. In Lacs)

	Standalone		Consolidated	
	2014-2015	2013-2014	2014-2015	2013-2014*
Turnover/ Income from operations	4860.60	10280.64	7164.30	-
Other Income	12.78	34.61	15.11	-
Profit/(Loss) before tax, finance cost & depreciation	58.60	359.32	112.59	-
Finance Cost	41.36	66.82	76.45	-
Depreciation	26.67	17.59	38.18	-
Exceptional items (income)	-	2.40	-	-
Profit/(Loss) before tax	(9.43)	272.51	(2.04)	-
Provision for Taxation	-	87.00	4.25	-
Tax Adjustments for earlier years	7.31	(1.80)	7.23	-
Deferred Tax	(3.91)	(.038)	(5.96)	-
Profit/(Loss) After Tax	(12.83)	187.35	(7.56)	-
Surplus brought forward from Previous Year	725.98	584.88	779.06	-
Profit available for appropriation	712.89	772.23	769.49	-
Appropriations:				
Proposed Dividend	-	36.84	-	-
Tax on Proposed Dividend	-	6.28	-	-
Transfer to General reserve	-	3.00	-	-
Surplus carried to Balance Sheet	712.89	725.97	769.49	-

* Alsan Rubber & Chemicals Private Limited (ARCPL) became subsidiary on 30th July, 2014, Therefore Consolidated figures are not applicable for 2013-14

DIVIDEND

Keeping in view of the loss incurred during the current financial year and future working capital requirements of the Company, the Board has not recommended any dividend for the financial year ending on 31st March 2015.

TRANSFER TO RESERVE

Your Directors have proposed not to transfer any sum to the General Reserve.

COMPANY'S PERFORMANCE

During the year, the performance of the Company during the year was depressing and the turnover during the year was at **Rs. 4860.60 Lacs** as against **Rs. 10280.64 Lacs** in the previous year indicating a decline of about 53% over the last year. The year under review resulted in Loss of **Rs. 12.83 Lacs** as compared to Net Profit of **Rs. 187.35 Lacs** during the previous year. The management is optimistic on the performance of the Company in future and a detailed discussion is provided under Management discussion and analysis report.

HUMAN RESOURCE DEVELOPMENT

Human Resource is not only an integral part of any organisation but also strive its success and growth. The Company believes that human resources are the key resources and integral part the organisation and endeavours to create a culture of openness and empowerment amongst its employees and provide good carrier development.



Your Company believes in trust transparency & teamwork to improve employees productivity at all levels and is committed to the welfare of the employees and their families by putting review and reward system in place.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There is no material changes noted and observed by the Board of the Company which have occurred between the close of the financial year on March 31,2015 to which the financial statement relates and the date of this report.

SUBSIDIARY AND ASSOCIATES COMPANIES

The Company has only one wholly owned subsidiary of the Company namely **M/s. Alsan Rubber & Chemicals Private Limited (CIN: U52100DL1995PTC068763) [ARCPL]** which became subsidiary on 30th July, 2014. ARCPL is mainly engaged in the business of trading of rubbers. During the year under review, ARCPL registered revenue from operations of **Rs. 2303.70 lacs** as compared to a revenue of **Rs.1438.37 Lacs** in financial year 2013-14.The net profit for the year under review has been significantly lower at **Rs.7.39 lacs** as against **Rs.46.43 lacs** for the previous year. ARCPL continues to supply its entire supply/ to the Company.

A report on the performance and financial position of the Company's aforesaid subsidiary is annexed in the prescribed Form **AOC-I** to this Report as '**Annexure –I**'

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 149 and 152 of the Companies Act, 2013 and Rules made there under as amended from time to time and clause 49 of the Listing Agreement, the Company has recommended appointment of Mr.Jagdish Jhunjunwala as the Independent Director of the company as stipulated in item No. 4 of the Notice of the ensuing 30th Annual general meeting of the Company.



Further in accordance with the provisions of section 161 of the Companies Act, 2013 and Rules made there under as amended from time to time, the Company has proposed appointment of Mrs. Sheetal Jain as a Director of the company on recommendation received from member in writing as stipulated in item No. 5 of the Notice of the ensuing 30th Annual general meeting of the Company.

In accordance with the Companies Act, 2013, Mr. Prakash Goyal, Independent Director of the Company retires by rotation at the ensuing annual general Meeting and being eligible offers himself for re-appointment.

All independent directors have given declaration that they meets the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

In due compliance with the requirement of Section 203 of Companies Act, 2013 read with Rule 8 of Companies (Registration offices and fees) Rules, 2014, Key Managerial Persons (KMP) of the company was duly constituted /appointed. The board in their meeting held on August 31, 2015 appointed Mr. Nitesh Singh as Compliance Office of the Company as part of KMP. Further Mr. Amar Singh was appointed as Chief Financial Officer (CFO) w.e.f. March 1, 2015 by the Board in their meeting held on March 19, 2015.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

The Board of Directors of your Company, during the period under review met During the Financial year ended March 31, 2015, the Board met 10 (Ten) times on 26th May, 2014, 10th June, 2014, 26th June 2014, 30th July 2014, 11th August, 2014, 4th September, 2014, 12th November, 2014, 29th December, 2014, 5th February, 2015 and 19th March 2015. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Clause 49 of the Listing agreement.

BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (“SEBI”) under revised Clause 49 of the Listing Agreements (“Clause 49”).

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

POLICY ON DIRECTORS’ APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company’s policy on directors’ appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors’ report.

INTERNAL CONTROL SYSTEMS

The Company’s internal control systems are audited by B. Rattan and Associates. The Internal Auditor independently evaluates the adequacy of internal controls and reviews major transactions. The Internal Auditor reports directly to the Audit Committee to ensure complete independence.



BOARD COMMITTEES

Detailed composition of the mandatory Board Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Risk Management Committee and no. of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

AUDIT COMMITTEE

The role, terms of reference, authority and powers of the Audit Committee are in conformity with Section 177 of the Companies Act, 2013. The details of which are given in the Corporate Governance Report. The Committee met periodically during the year and had discussions with the auditors on internal control systems and internal audit report.

STATUTORY AUDITORS & THEIR REPORT

M/s. J.P.S. & Company, *Chartered Accountants* (Firm registration No.004086N), the existing auditors of the Company retire at the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment. The retiring auditors have furnished a certificate of their eligibility for re-appointment under Section 139 (1) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014. The same was discussed in the Audit Committee meeting. Your directors recommend their re-appointment. The Company has received audit report from M/s J.P.S. & Company, *Chartered Accountants*

SECRETARIAL AUDITORS & THEIR REPORT:

In terms of Section 204 of the Companies Act, 2013 and Rules framed thereunder and on the recommendation of the Audit Committee, the Board of Directors of the Company have appointed M/s.KKS & Associates, Company Secretaries as the Secretarial Auditor of the Company for the financial year 2014-2015. The Company has received consent from M/s.KKS & Associates, Company Secretaries, for their appointment.

The Board of Directors on a voluntary basis appointed M/s KKS & Associates, Company Secretaries as the Secretarial Auditor of the Company in relation to the financial year 2014-15. The Secretarial Audit for financial year 2014-15 was conducted on voluntary basis and the report is available on the Company's website. Any member interested in hard copy of the Secretarial Audit Report may inspect the same at the Registered Office of the Company or write to the Company Secretary for a copy. Secretarial audit report as provided by M/s KKS & Associates, Company Secretaries, is also annexed as **Annexure-IV** to this Report in prescribed Form MR-3.

QUALIFICATIONS IN AUDIT REPORTS

There is no qualification, disclaimer, reservation or adverse remark or disclaimer made either by the statutory auditors in his report and by the company secretary in practice (Secretarial Auditor) in his secretarial audit report.

FUTURE PROSPECTS

In the past the Company has improved significantly its overall performance with the existing trading portfolio of synthetic rubber and Coal, However the current financial year was not very good. The company shall endeavor to capitalize further.

The Company is also planning to enter into business execution of all kinds of infrastructure projects in future. On successful implementation of future projects and on the strength of its existing product portfolio, operational efficiency and enhanced network, the management, on overall basis, expects a robust growth and enhanced market share. The Board expects that the Company will continue to improve its overall performance and excel to enhance the profitability of the Company, in the present economic scenario and huge potential demand of these products in the Indian market, via its strategy competency, operational efficiencies and new line of activity on its successful implementation.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with Section 129(3) of the Companies Act 2013 and Clause 32 of the Listing Agreement entered into with the Stock Exchanges, the consolidated Financial Statements of the Company, including the financial detail of the subsidiary



Company of the Company, forms part of this Annual Report .The Consolidated Financial Statements have been prepared in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India.

BUSINESS RISK MANAGEMENT

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted a Risk Management Committee(RMC). The details of this Committee and its terms of reference are set out in the Corporate Governance Report, which forms part of this Report.

The Company has a Business Risk Management framework to identify risks and strive to create transparency, minimize adverse impact on the Business and enhance the Company's competitive advantage.

Pursuant to the aforesaid business risk framework, the Company has already identified the business risk and action plan for mitigation of the same is already in place. The business risk and its mitigation have been dealt with the Management Discussion and Analysis section of this Report.

VIGIL MECHANISM /WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act 2013 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the Board has adopted vigil mechanism in the form of Whistle Blower Policy, to deal with instances of fraud or mismanagement, if any .The Policy can be accessed at the website of the company.

RELATED PARTY TRANSACTIONS

The Company has developed a Related Party Transactions policy for purpose of identification and monitoring of such transactions. The policy on Related Party Transactions approved by the Board is uploaded on the Company's website.

All Related Party Transactions are placed before the Audit Committee and also the Board/Members for their approval, wherever necessary. The related party transactions entered during the financial year were on an arm's length basis and were in the ordinary course of business except the contracts/arrangements or transactions entered into by the Company with the related parties referred to in sub –section (1) of Section 188 of the Companies Act, 2013 during the course of business but which were not at arm's length basis .The details of the same are annexed herewith as “**Annexure-II** ” in the prescribed Form AOC-2.

There were no materially significant related party transactions during the financial year except with wholly owned subsidiary as mentioned in AOC-2.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS AND DISCLOSURES ON THE REMUNERATION OF THE DIRECTORS

All pecuniary relationship or transactions of the non executive directors vis-a-vis The company, alongwith criteria for such payments and disclosures on the remuneration of directors alongwith their shareholding are disclosed Form MGT-9, which forms a part of this Report.

INTER SE RELATIONSHIPS BETWEEN THE DIRECTORS

There are no relationships between directors inter se except Mr. Akash Jain, Managing Director and Mrs. Sheetal Jain, director who is wife of Mr. Akash Jain, Managing Director.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was Rs. 36,980,000/-. During the year under review, the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2015, No other director holds any share in the Company except Mr. Akash Jain, Managing Director who holds 3,45,000 Equity shares of the Company and Mrs. Sheetal Jain ,Director who holds 1,90,002 Equity shares of the Company .



E-VOTING

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement. The above Rule 20 of the Companies (Management and Administration) Rules, 2014 have been amended on 19th March, 2015 to introduce a new concept of e-voting i.e. E-Voting at general meeting through an electronic voting system. To comply with the requirements of new Companies Act, 2013 and to ensure good governance for its members, your Company has provided e-voting facility for its last year general meetings to enable its members to participate in the voting electronically. The instruction(s) for e-voting for ensuing Annual General Meeting is also provided with notice to shareholders of this Annual Report.

EXTRACT OF ANNUAL RETURN

As required under Section 92 (3) read with Rule 12 of Companies (Management & Administration), Rules, 2014, the extract of the Annual Return in the prescribed form MGT- 9 is annexed herewith as “Annexure-III”.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in respect to Conservation of Energy technology absorption, foreign exchange earnings and outgo, pursuant to Rule 8 of the Companies (Accounts) Rules, 2014 is as follows:-

a.	Conservation of energy	N.A.		
b.	Technology Absorption	N.A.	(Rs.)	
c.	Foreign Exchange Earnings	Current Year		NIL
		Previous Year		NIL
d.	Foreign Exchange Earning & Outgo			
1.	Foreign Exchange Earning			NIL
2.	Foreign Exchange Outgo			
	i) Foreign Traveling Expenses	Current Year	Rs.	NIL
		Previous Year	Rs.	NIL
	ii) CIF Value of Imports	Current Year	Rs.	1896 (Lacs)
		Previous Year	Rs.	2255 (Lacs)

PARTICULARS AS PER SECTION 134 OF THE COMPANIES ACT, 2013

Your company does not have any employee, whose particulars are required to be given under the provision of Section 134 of The Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

PUBLIC DEPOSITS

During the year the Company has not received any Deposits from public, covered under Chapter V of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

In terms of Section 134 (3) (g), towards inclusion of the details of particulars of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 & Rules made thereunder in this report, the same are given in the notes to the Financial Statements.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In accordance with the provisions of the of the Sexual Harassment of Women at the Workplace (prevention, Prohibition & Redressed) Act, 2013 no employees (permanent, contractual, temporary, trainees) are covered under this policy till the date of this report.

COMPLIANCE WITH THE LISTING AGREEMENT

The company's equity shares continue to be listed on the Stock Exchange, Mumbai (BSE) which has nationwide trading terminals. The company has paid the Annual Listing Fees to BSE for the Financial Year 2015-2016.

ACKNOWLEDGEMENT

Your Directors place on record their warm appreciation of the assistance and cooperation extended by various Government Departments, Authorities, and Business Partners etc. Your Directors also place on record their deep appreciation of the support provided by the Bankers associated with the company.

Your company's employees are instrumental to your company achieving higher business goals. Your directors place on record their deep admiration of the commitment and contribution of your company's employees. Your support as shareholders is greatly valued. Your directors thank you and look forward to your continuance support.

For and on behalf of the board of directors

New Delhi
August 31, 2015

Akash Jain
Managing Director
DIN: 00049303

Prakash Goyal
Director
DIN: 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441

Registered Office:

14, Rani Jhansi Road, New Delhi-110055

Phone: 91-11-2351656, Fax : 91-11-23553698

Email: investor@cpil.com; Website: www.cpil.com



ANNEXURES

ANNEXURE-I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Alsan Rubber & Chemicals Pvt. Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same i.e.01-04-2014 to 31-03-2015.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	50,00,000
5.	Reserves & surplus	58,35,642
6.	Total assets	9,74,03,617
7.	Total Liabilities	9,74,03,617
8.	Investments	3,032
9.	Turnover	23,03,70,336
10.	Profit before taxation	7,39,143
11.	Provision for taxation	4,25,000
12.	Profit after taxation	5,27,280
13.	Proposed Dividend	-
14.	% of shareholding	100

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations -**Not Applicable**
- Names of subsidiaries which have been liquidated or sold during the year -**Not Applicable**

**Part “B”: Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: -
Not Applicable**

Note: Since, there is no any associate /Joint Ventures of the company. Hence, the statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures is not applicable to the company.

For and on behalf of the board of directors

**New Delhi
August 31, 2015**

**Akash Jain
Managing Director
DIN: 00049303**

**Prakash Goyal
Director
DIN : 02598736**

Corporate Identification Number (CIN): L51909DL1984PLC019441

Registered Office:

14, Rani Jhansi Road, New Delhi-110055

Phone: 91-11-2351656, Fax : 91-11-23553698

Email: investor@cpil.com; Website: www.cpil.com



FORM NO. AOC-2

[Pursuant to clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts), Rules, 2014

Form of disclosure of particulars of contracts/arrangements/entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm' length transactions under third proviso thereto.

1. Detail of contracts or arrangements or transactions not at Arm's length basis **NOT APPLICABLE**
2. Detail of contracts or arrangements or transactions at Arm's length basis :

[Rupees in Lacs]

Sr. No.	Name of the Related party	Nature of Relationship	Nature of contracts/ Arrangements/ transactions	Amount	Duration of contracts/ Arrangements /transactions	Salient terms of contracts or arrangements or transactions	Amount Paid as advance, if any
1.	Alsans Rubber & Chemicals Pvt Ltd	subsidiary	Supply of synthetic rubber (imported) on high seas basis	731.19	One Year	Only 2 % profit margin on transaction which is within arm length	NIL
2.	Alsans Rubber & Chemicals Pvt Ltd	subsidiary	Interest free temporary loan paid	58.88	One Year	Temporary interest free Loan	NIL
3.	Alsans Rubber & Chemicals Pvt Ltd	subsidiary	Interest free temporary loan received back	58.88	One Year	Temporary interest free Loan	NIL
4.	South west Pinnacle Exploration Pvt Ltd	Related party	Loan received	17.00	Three Month	Temporary Loan	NIL
5.	South west Pinnacle Exploration Pvt Ltd	Related Party	Loan paid	17.00	Three Month	Temporary Loan	NIL
6.	Mr. Akash Jain	Managing Director	Interest free temporary Loan received	554.70	One Year	Temporary Loan	NIL
7.	Mr. Akash Jain	Managing Director	Interest free temporary Loan repaid	190.04	One Year	Temporary Loan	NIL
8.	Mr. Akash Jain	Managing Director	Directors remuneration	12.00	Upto 31 st January, 2017	Remuneration as per resolution	NIL

For and on behalf of the board of directors

New Delhi
August 31, 2015

Akash Jain
Managing Director
DIN: 00049303

Prakash Goyal
Director
DIN : 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441

Registered Office:

14, Rani Jhansi Road, New Delhi-110055

Phone: 91-11-2351656, Fax : 91-11-23553698

Email: investor@cpil.com; Website: www.cpil.com



Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

- i) CIN: L51909DL1984PLC019441
- ii) Registration Date: 29/11/1984
- iii) Name of the Company: CHANDRA PRABHU INTERNATIONAL LIMITED
- iv) Category/Sub-Category of the Company: Company limited by shares/ Indian Non-Government Company
- v) Address of the Registered office and contact details: 14, Rani Jhansi Road, New Delhi –110 055
- vi) Whether listed company Yes / No: Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: Alankit Assignments Ltd.
Corporate Office: Alankit house, 4E/2, Jhandewalan Extension, New Delhi – 110 055

II. Principal business activities of the company

Business activities contributing 10 % or more of the total turnover of the company are:-

Sl.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Rubber		35.72
2	Coal		64.28

III. Particulars of holding, subsidiary and associate companies

S. NO	Name and Address of The company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held	Applicable section
1	Alsan Rubber & Chemicals Private Limited R/o: 3rd Floor, 14 Rani Jhansi Road, Delhi – 110 055	U52100DL1995 PTC068763	Subsidiary	100%	2(87)

IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									



a) Individual/HUF	2141090	0	2141090	57.9	2238092	0	2238092	60.52	2.62
b) Central Govt	0	0	0	0	0	0	0	0	
c) State Govt(s)	0	0	0	0	0	0	0	0	
d) Bodies Corp.	0	0	0	0	0	0	0	0	
e) Banks / FI	0	0	0	0	0	0	0	0	
f) Any Other	0	0	0	0	0	0	0	0	
Sub-total (A)	2141090	0	2141090	57.9	2238092	0	2238092	60.52	2.62
(1):-									
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)	0	0	0	0	0	0	0	0	0
(2):-									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2141090	0	2141090	57.9	2238092	0	2238092	60.52	2.62
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	171028	500	171528	4.64	87125	500	87625	2.37	(2.27)
i) Indian	0	0	0	0					
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	748335	91715	840050	22.72	874014	90615	964629	26.09	3.37
ii) Individual shareholders	543832	0	543832	14.71	392654	0	392654	10.61	(4.1)



holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
(i) Non Resident Indians	1500	0	1500	.04	15000	0	15000	0.41	0.37
Sub- Total (B)(2)	1464695	92215	1556910	42.10	1368793	91115	1459908	39.48	(2.62)
Total Public Shareholding (B)=(B)(1)+(B)(2)	1464695	92215	1556910	42.10	1368793	91115	1459908	39.48	(2.62)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3605785	92215	3698000	100	3606885	91115	3698000	100	0

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Abhash Jain	27000	0.73	0	85000	2.3	0	1.57
2.	Akash Jain	345000	9.33	0	345000	9.33	0	0
3.	Dilip Kumar Jain	1000	0.03	0	0	0	0	(0.03)
4.	Gajraj Jain	181350	4.9	0	181350	4.9	0	0
5.	Hemlata Jain	646430	17.48	0	646430	17.48	0	0
6.	Kamla Devi Jain	10000	0.27	0	0	0	0	(0.27)
7.	Piyush Jain	345000	9.33	0	345000	9.33	0	0
8.	Aditi Jain	100000	2.7	0	100000	2.7	0	0
9.	Punam Chand Jain	5000	0.14	0	0	0	0	(0.14)
10.	Sheetal Jain	135000	3.65	0	190002	5.14	0	1.49
11.	Vikas Jain	345310	9.34	0	345310	9.34	0	0
TOTAL		2141090	57.90	0	2238092	60.52	0	2.62

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name of Promoter	Shareholding at the beginning of the year i.e. 01.04.2014		Date	Reason	Increase/ Decrease in Shares	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	Abhash	27000	.73	01.04.2014				



	Jain			31.03.2015	Purchase	58000		85000	2.3
2.	Akash Jain	345000	9.33	01.04.2014	Nil movement during the year				
				31.03.2015				345000	9.33
3.	Dilip Kummat Jain	1000	.03	01.04.2014	Sale	1000			
				31.03.2015				0	0
4.	Gajraj Jain	181350	4.9	01.04.2014	Nil movement during the year				
				31.03.2015				181350	4.9
5.	Hemlata Jain	646430	17.48	01.04.2014	Nil movement during the year				
				31.03.2015				646430	17.48
6.	Kamla Devi Jain	10000	0.27	01.04.2014	Sale	10000			
				31.03.2015				0	0
7.	Piyush Jain	345000	9.33	01.04.2014	Nil movement during the year				
				31.03.2015				345000	9.33
8.	Aditi Jain	100000	2.7	01.04.2014	Nil movement during the year				
				31.03.2015				100000	2.7
9.	Punam Chand Jain	5000	.14	01.04.2014	Sale	5000			
				31.03.2015				0	0
10.	Sheetal Jain	135000	3.65	01.04.2014	Purchase				
				31.03.2015				190002	5.14
11.	Vikas Jain	345310	9.34	01.04.2014	Nil movement during the year				
				31.03.2015				345310	9.34
TOTAL		2141090	57.90					2238092	60.52

iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Top Ten Shareholders*	Shareholding at the beginning of the year 01.04.2015		Cumulative Shareholding at the end of year 31.03.2015	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1.	Seema Kucheria	38000	1.028	38000	1.028
2.	Manish Kucheria	61025	1.65	61025	1.65
3.	Reena Jain	24875	0.673	20000	0.541
4.	Ratan Lal	52651	1.424	100	0.002704
5.	Kunj Behari Gupta	21403	0.579	21403	0.579
6.	Vilas Pujara	38590	1.044	38590	1.044
7.	Harsha Hitesh Javeri	70000	1.893	154	0.004164
8.	Hitesh Ramji Javeri	113001	3.056	244	0.006598
9.	Flower Dealcom Pvt Ltd	35000	0.946	0	0.00
10.	Bonaza Portfolio Ltd	24817	0.671	65827	1.78007



***The shares of the company are traded on a daily basis and hence the date wise increase/ decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder:**

i) Shareholding of Directors & Key Managerial Personnel:

Sl. No.	Name of Director/ Key/Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2014		Date	Purchase /Sale during the year		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares	% of total Shares of the Company		Reason	No. of Shares	No. of shares	% of total Shares of the Company
01.	Akash Jain	345000	9.33	01.04.2014	Nil movement during the year	0		
				31.03.2015			345000	9.33
02.	Sheetal Jain	135000	3.65	01.04.2014	Purchase	85000		
				31.03.2015				190002
TOTAL		480000	12.98			85000	535002	14.47

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payments

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
<i>i) Principal Amount</i>	3190316	5,00,00,000	NIL	53190316
<i>ii) Interest due but not paid</i>	NIL	799496	NIL	799496
<i>iii) Interest accrued but not due</i>	NIL	NIL	NIL	NIL
Total (i+ii+iii)	3190316	5079946	NIL	53989812
Change in Indebtedness during the financial year			NIL	
• Addition	(1465566)			(52265052)
• Reduction		(50799496)		
Net Change	(1465566)	(50799496)	NIL	(52265052)
Indebtedness at the end of the financial year				
<i>i) Principal Amount</i>	1724750	NIL	NIL	1724750
<i>ii) Interest due but not paid</i>	NIL	NIL	NIL	NIL
<i>iii) Interest accrued but not due</i>	NIL	NIL	NIL	NIL
Total (i+ii+iii)	1724750	NIL	NIL	1724750



VI. Remuneration of directors

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of Managing Director: Mr. Akash Jain	Total amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,00,000/-	1,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission - as % of profit - others, specify...	0	0
5.	Others, please specify	0	0
	Total (A)	1,00,000/-	1,00,000/-
	Ceiling as per the Act		

VII. Penalties / punishment/ compounding of offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other officers in default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



**FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Chandra Prabhu International Ltd.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Chandra Prabhu International Ltd. (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Chandra Prabhu International Ltd.'s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Chandra Prabhu International Ltd. for the financial year ended on 31st March, 2015 according to the applicable provisions of:

- i. The Companies Act, 1956 and the Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of imports of goods;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
- vi. Other laws applicable to the Company as per the representations made by the Management. We have also examined compliance with the applicable clauses of the following:
 - a. The Listing Agreements entered into by the Company with BSE Limited.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
Annual Report 2014-15



Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management, was taken unanimously.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For KKS & Associates
Company Secretaries

Krishna Kumar Singh
Prop.
ACS No: 19375
CP No: 9760

New Delhi
August 31, 2015

This Report is to be read with our letter of even date which is annexed as **Annexure -A** and forms an integral part of this report.

‘Annexure A’

To,
The Members,
Chandra Prabhu International Ltd.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For KKS & Associates
Company Secretaries

Krishna Kumar Singh
Prop.
ACS No: 19375
CP No: 9760

New Delhi
August 31, 2015



MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD LOOKING STATEMENTS

Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projects in any such forward- looking statements.

The Company assumes no responsibility to Company amends, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Chandra Prabhu International Ltd. is a well known name in the trading of Coal and Synthetic Rubber for last many years. Over the years Chandra Prabhu International Ltd. has built a formidable reputation of being a completely professionally managed Company where customer satisfaction is of paramount consideration.

The Industry: opportunities & Threats

During the Fiscal year 2014-15, The India Economy grew by 7.4.percent in the current fiscal as against 4.7 percent in the previous and has emerged as one of the largest with a promising economic outlook on the back of controlled inflation rise in domestic demand, increase in investments, decline in international oil prices and reforms among others. In the light of government's commitments in reforms, the outlook for domestic macroeconomic parameters is generally optimistic and a growth of around 8.5 percent is in the realm of possibility in 2015-16.

The Company being trading Company, the activities of the Company can be broadly divided into two business segments viz Coal and Synthetic Rubbers.

Coal

The power sector is largest consumer of coal followed by the iron and steel and cement segments. Further India is the world's fifth largest energy consumer, accounting for 4.1% of the global energy consumption. As a prospering economy, India faces energy security as a growing challenge and of the total electricity consumed in the country, approximately 80% is produced from coal. India has fifth largest coal reserve in the world. The performance of mining, manufacturing and electricity sectors indicates that the mining Sector have been able to maintain the growth at about trend rates. The rate of growth of manufacturing also improved considerably in the last three years and has been in double digit, however, the electricity sector have grown more at the projected rates.

Growing industry demand mainly by power, Steel & Cement sector and the increasing government support will boost the coal production in the country and it is also anticipated that the demand for thermal coal and coking coal by power, steel & cement sectors, respectively, will gain momentum in near future apart from small consumers of the coal like brick kiln etc. Also the Indian coal market is set to witness great boost in near future because of the rising government initiatives like allocation of coal blocks and stake sales in PSU are some of the major steps that were taken by the government to boost the production and investment in the coal industry.

Rubber

The Company deals mainly in synthetic rubber. The much faster growth in Synthetic rubber consumption in the general goods sector during the year is largely attributed to the increased domestic availability coupled with the lower prices relative to Natural Rubber. The Indian Rubber Industry is broadly divided in two major sectors - tyre and non-tyre sector. Indian tyre industry is an integral part of the auto sector and its fortunes are interdependent on those of the automotive sector. The Indian tyre industry has been witnessing tremendous growth for the past few years on account of growth in automobiles demand, especially in passenger vehicles and two-wheeler segments. The domestic automotive industry is witnessing a gradual recovery in 2014-15 following two years of demand slowdown because of weak economic activity, rising inflation, poor consumption and tight liquidity constraints. The recovery has been primarily supported by the Two wheeler (2W) and Medium and Heavy Commercial vehicle (M&HCV) segments while demand for Tractors, Light commercial vehicles (LCV) and Mining and construction equipment (MCE) segments continue to remain weak. The automotive production date shows an uptrend during the year and the growth



continued on account of growth in two wheelers production. Improving demand sentiments is likely to translate to a more broad-based growth in 2015-16.

The company's rubber supply is mainly to footwear industry and it shall endeavour to extend its supplies to tyre industry also. The non-tyre sector comprises the medium scale, small scale and tiny units. The performance of your Company in future prospects shall be dependent on the major players of the industries using coal and synthetic rubber as raw material.

Business Outlook and Overview:

The management of your company is confident to maintain the momentum by strengthening its coal and rubber business, where it has core competencies, by increasing its network and source of supplies, despite of the fact that the results of the Company for the current fiscal were depressive after its growth trajectory over fast few years.

The growing consumption of coal in power sector, the fact that total electricity consumed in the country, approximately 80% is produced from coal, followed by steel and cement sectors are very promising and the management is confident to exploit the opportunities in the Coal Sector in future.

Further, keeping in view the growth potential of automotive tyres and tubes in future, the company is also exploring to canalize with the exporters of tyre, apart from Rubber footwear, cycle tyres, Pharmaceutical goods, Rubber hoses, coats and aprons, Belts and beltings and Sheeting. Rubber prices are profoundly influenced by market factors such as season, growth in industrial production: automobile industry, the ratios of utilization of domestic production and imported rubber by tyre manufacturers, Government policies. These include subsidies, restrictions on ports etc., international rubber price movements, have a slow influence and lastly stockiest and speculators also play a significant role in influencing prices.

The Company is also planning to enter into business of execution of infrastructure projects in future and on its successful implementation and on the strength of its existing product portfolio, operational efficiency and enhanced network, the management, on overall basis, expects to gain momentum in long run. The Company is optimistic for the future and the overall performance of the Company depends largely on trading coal and imported synthetic rubber, the core of its business portfolio.

For and on behalf of the board of directors

New Delhi
August 31, 2015

Akash Jain
Managing Director
DIN: 00049303

Prakash Goyal
Director
DIN : 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441

Registered Office:

14, Rani Jhansi Road, New Delhi-110055

Phone: 91-11-2351656, Fax : 91-11-23553698

Email: investor@cpil.com; Website: www.cpil.com



REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance, as *Chandra Prabhu International Ltd.* believes, is concerned with principles of transparency, fairness, accountability and creation of sustainable long term value for all its stakeholders including members, customers, partners, employees and the society at large. Corporate Governance is crucial to the very existence of a company, as it builds trust and confidence, which eventually leads to a more stable and sustained resource flows and long-term partnership with its investors and other stakeholders. This Chapter reports the Company's compliance with the Clause 49 of the Listing Agreement with the Stock Exchange.

2. COMPOSITION OF BOARD OF DIRECTORS:

(A) The composition of the Board is in conformity with the provisions of the Companies Act, 2013 & clause 49 of the equity listing agreement, as amended from time to time. Presently the Board of Directors of the of the company consists of Five Directors with an optimum combination of Executive, Non Executive and Independent Directors. The Board meets regularly and is responsible for the proper direction and management of the Company.

Mrs. Sheetal Jain (DIN: 05149539) was appointed vide Board meeting dated 19.03.2015, as a woman director of the Company as required under Section 149(1) read with Rule 3 of Companies (Appointment and Qualification of Directors) Rule, 2014 and Clause 49(IIA) of the listing agreement and Mr. Jagdish Jhunjhunwala (DIN: 00304672), was appointed as an Additional director (Independent Director) by the Board of Directors vide Board meeting dated 29th May 2015 under the provisions of Section 161 of the Companies Act, 2015, their appointment is valid till the Conclusion of forthcoming Annual General Meeting and being eligible for the appointment as a director, the Board of Directors have recommended appointment of Mrs. Sheetal Jain (DIN: 05149539) as Director of the Company on notice received in writing from a member under Section 160 of the Companies Act, 2013 and Mr. Jagdish Jhunjhunwala (DIN: 00304672) as Independent Directors of the Company as required under 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement in the 30th Annual General Meeting to hold office for a period of five years. Their brief profile is enclosed in the Annexure attached to Notice calling Annual General Meeting.

The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. Detailed agenda and notes thereon are sent to all the directors seven days in advance from the date of Board Meeting. All the information required for decision making are incorporated in the agenda. The Chairman cum Managing Director appraised the Board on the overall performance of the Company at every Board Meeting. The Board reviews performance of the Company and sets the strategy for future. The Board takes on record the actions taken by the company on all its decisions periodically.

The composition of the Board, number of meetings held, attendance of the Directors at the Board Meetings and last Annual General Meeting and number of Directorship and Chairmanship/Membership of committees in other companies as on 31st March, 2015 in respect of each Director is given herein below:

<u>Name of Director</u>	<u>Category</u>	<u>Attendance particulars</u>		<u>At AGM held on 30/09/2014</u>	<u>Other Directorships #</u>
		<u>at Board Meetings held during 2014-2015</u>			
		Held	Attended		
Managing Director Mr. Akash Jain	Promoter & Executive	10	10	Yes	8
Directors Mr. Prakash Goyal	Independent Non-Executive	10	10	Yes	2
Mr. Sanjay Goel	Independent Non-Executive	10	3	-	2
Mr. Nishant Goyal	Independent Non-Executive	10	7	-	1
Mrs. Sheetal Jain*	Woman Director Promoter & Non-executive	10	1	-	1



*Mrs. Sheetal Jain was appointed as an Additional Director (Woman Director) vide Board meeting dated 19.03.2015.

No. of other Directorships indicated above is inclusive of Directorship of Private Limited companies. None of the Directors is either Chairman or Member of committees in other companies.

(B) Date and No. of Board Meetings held

During the Financial year ended March 31, 2015, the Board met 10 (Ten) times on 26th May, 2014, 10th June, 2014, 26th June 2014, 30th July 2014, 11th August, 2014, 4th September, 2014, 12th November, 2014, 29th December, 2014, 5th February, 2015 and 19th March 2015.

3. AUDIT COMMITTEE:

(A) The Audit Committee of the company consisted of two Non-Executive Independent Directors and one whole Time director. The Chairman of the committee is an independent Director having financial and accounting knowledge. The Senior Management team i.e. Managing Director, the Head of Internal Audit and the representative of the statutory auditors are invited for the meetings of the Audit Committee. There was no change in the composition of Audit Committee during the Financial Year 2014-15, attendance of Directors at committee meetings is shown below:

<i>Name of the Director</i>	<i>Designation</i>	<i>Attendance at Committee Meetings</i>	
		Held	Attended
Mr. Prakash Goyal	Chairman	4	4
Mr. Sanjay Goel	Member	4	3
Mr. Akash Jain	Member	4	4

However, due to resignation of Mr. Sanjay Goel, Independent Director of the Company and consequent appointment of Mr. Jagdish Jhunjhunwala on 29th May, 2015, as an Independent director, the Audit Committee has be re-constituted on 29th May, 2015, comprising of following:-

<i>Name of the Director</i>	<i>Designation</i>
Mr. Prakash Goyal	Chairman
Mr. Jagdish Jhunjhunwala	Member
Mr. Akash Jain	Member

The Chairman of the Audit Committee was present at the 29th Annual General Meeting of the Company held on September 30, 2014 to answer member queries.

(B) Meeting / Attendance

During the financial year ended 31st March 2015 the Audit Committee of the company met four times. The dates of the meetings were 26th May, 2014, 11th August, 2014, 12th November, 2014 and 05th February, 2015.

(C) Terms of Reference:

In accordance with Section 177(1) of the Companies Act, 2013 and as per the requirements of amended Equity Listing Agreement, the Board of Directors of the Company, have approved terms of reference for the Audit Committee and thereupon the revised terms of reference of the Audit Committee are in conformity with the requirements of Clause 49 of the revised Listing Agreement and Section 177(1) of the Companies Act, 2013. Further the Audit Committee has been granted powers as prescribed under Clause 49 (III)(C) of the Listing Agreement.

4. NOMINATION AND REMUNERATION COMMITTEE

(A) The Remuneration Committee consists of three non-executive Independent Directors During the financial year 2014-15. Further, due to resignation of Mr. Sanjay Goel and appointment of Mr. Jagdish Jhunjhunwala on 29th May 2015, the Nomination And Remuneration Committee has be re-constituted on 29th May, 2015 and at present the composition of the Nomination and remuneration committee is as under :



<i>Name of the Director</i>	<i>Designation</i>
Mr. Prakash Goyal	Chairman
Mr. Jagdish Jhunjunwala	Member
Mr. Nishant Goyal	Member

The terms of reference of the Remuneration Committee include fixation of salary, perquisites etc. of Managing/Executive Directors and for recommending the amount of commission payable to Executive Directors.

B) The following are the details of the remuneration paid to Managing/Executive Directors during the Financial Year under discussion:

Name of the Director	Designation	Remuneration (Rs.)	Perquisites
Mr. Akash Jain	Managing Director	12,00,000/-PA	NIL

Non Executive Directors of the company were not paid any remuneration during the year under review.

In accordance with Section 178 of the Companies Act, 2013 and as per the requirements Clause 49 (IV) of the Equity Listing Agreement, the Board of Directors of the Company, have approved the change in nomenclature of the Remuneration Committee to Nomination and Remuneration Committee and have revised their role as provided under Clause 49 (IV)(B):

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Shareholder's Grievance Committee consisting of Mr. Nishant Goyal, as Chairman of the committee and Mr. Prakash Goel & Mr. Akash Jain as its members. The Committee deals with the following matters:

- Noting of transfer/transmission of shares.
- Review of dematerialized /rematerialised shares and all other related matters.
- Monitors expeditious redressal of Investor grievance matters received from Stock Exchanges, SEBI, ROC, etc.
- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of annual report, dividend, demat/remat requests.
- All other matters related to shares/debentures.

The Shareholders grievance committee met on 26th June 2014, 12th November, 2014, and 19th March, 2015, to take note of non receipt and/or unclaimed dividend during the year by the Company, share transfer and demat/remat requests. All the members of the committee were present in these both meetings.

In accordance with Section 178(5) of the Companies Act, 2013 and as per the requirements Clause 49 of the Equity Listing Agreement, the Board of Directors of the Company, have approved the change in nomenclature of the Shareholders Grievances Committee to Stakeholders Relationship Committee and enhanced their role. Therefore the said Committee shall in addition to the above role, also consider and resolve the grievances of debenture holders, deposit holders and other security holders of the Company.



6. All requests received for Share Transfer during the year were given effect within stipulated time. The total number of complaints received and replied to the satisfaction of shareholders during the year under review was NIL. Outstanding complaints as on 31st March, 2015 were NIL.

Mr. Nitesh Kumar Singh, Company Secretary has been designated as compliance officer to monitor the share transfer process and liaison with the regulatory authorities.

(A) The last three Annual General Meetings of the company were as follows:-

Name	Date & Time	Venue
29th Annual General Meeting	30th September, 2014 & 10.00AM	Khasra No. 105/10, Arora Farms, B-Block, Sant Nagar, Burari, Delhi-110084
28th Annual General Meeting	25th September, 2013 & 10.00AM	3rd Floor, 14 Rani Jhansi Road, New Delhi-110055
27th Annual General Meeting	27th September, 2012 & 10.00AM	3rd Floor, 14 Rani Jhansi Road, New Delhi-110055

FAMILIARISATION PROGRAMME FOR BOARD MEMBERS

The Board members are provided with necessary documents, reports to enable them to familiarise with Company's procedures, its mission and vision, etc. Periodic presentation at Board/Committee meetings are made on business and performance of the Company. The details of such familiarisation programmes for independent directors

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS AND DISCLOSURES ON THE REMUNERATION OF THE DIRECTORS

All pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company, along with criteria for such payments and disclosures on the remuneration of the Directors along with their shareholding are disclosed in Form MGT-9 which forms a part of this Report.

INTER SE RELATIONSHIPS BETWEEN DIRECTORS

There are no relationships between directors inter se except Mr. Akash Jain, Managing Director and Mrs. Sheetal Jain, director who is wife of Mr. Akash Jain, Managing Director.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the Code of conduct for Independent Directors specified under the Companies Act 2013 and the revised clause 49(II) (B) (7) of the Listing Agreement entered into with the Stock Exchanges, the Company has framed a familiarisation programme for all its independent Directors to familiarize them on their roles, rights and responsibilities in the Company, the nature of the industry in which the company operates and its business model.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

There were no penalties, strictures imposed on the company by the Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during the last three years.

**7. DISCLOSURES:****RELATED PARTY TRANSACTION**

There have been no materially significant related party transactions with the company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the company at large. The necessary disclosures regarding related party transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the Policy.

INDEPENDENT DIRECTORS MEETING:

As per clause 49 of the Listing Agreement, as well as pursuant to Section 149(8) of the Companies Act, 2013 read with Schedule IV and in accordance with the Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel, the Independent Directors have, at their meeting held on March 19, 2015:-

- (a) Reviewed the performance of Non-Independent Directors and the Board as a whole;
- (b) Reviewed the performance of the Chairperson taking into account the views of Executive Directors (EDs) and Non Executive Directors (NEDs) and
- (c) Assessed the quality, quantity and timelines of flow of information between the Company Management and the Board.

COMPLIANCES:**DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE(S) OR SECURITIES AND EXCHANGE BOARD OF INDIA(SEBI) OR ANY OTHER STATUTORY AUTHORITY OR ANY MATTERS RELATED TO CAPITAL MARKETS.**

There were no penalties, strictures imposed on the company by the Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during the last three years.

WHISTLE BLOWER POLICY

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the company.

DISCLOSURE OF ACCOUNTING TREATMENT

The company has followed the Accounting standards specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable, in the preparation of the financial statements.

DISCLOSURE OF RISK MANAGEMENT

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risks through means of a properly defined framework.

DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENT

Clause 49 of the Listing Agreement mandates the company to obtain a certificate from either the auditors or Practicing Company Secretaries regarding compliance of conditions of Corporate Governance as stipulated in the said Clause and annex the certificate so obtained with the Directors' Report. The Company has obtained a certificate from its statutory Auditors to this effect and the same are annexed to the Directors' Report.

8. MEANS OF COMMUNICATION:

The means of communication between the Company and the shareholders are transparent and investor friendly. The Annual, Half yearly and Quarterly results are submitted to the Stock Exchange in accordance with Listing Agreement and the same are published regularly in the newspapers i.e. Financial Express(English) and Rashtriya Sahara(Hindi) and also updated on the Website of the Company. All price sensitive information is intimated at the earliest to the Stock Exchanges. Management discussions and Analysis forms part of Annual Report, which is posted to the Shareholders of the Company.


9. GENERAL SHAREHOLDER INFORMATION:

I	Date, Time & Venue of AGM	The 30 th Annual General Meeting of the Members of the Company is Scheduled to be held on Tuesday the 29 th day of September, 2015 at 03.00 P.M. at 14, Rani Jhansi Road, New Delhi-110055
II	Financial Calendar	
	Financial Year	April 01, 2015 to March 31, 2016
	First Quarter Results	By 10 th August, 2015
	Second Quarter Results	By 10 th of November, 2015
	Third Quarter Results	By 10 th of February, 2016
	Fourth Quarter & Annual Year Ended March, 31, 2016	By 30 th of May, 2016
III	Book Closure	The register of Member will remain closed for transfer from 22 nd Day of September, 2015 (Tuesday) till 29 th Day of September, 2015 (Tuesday)
IV	Listing	The Company's Share are listed and traded on the Stock Exchange Mumbai, 1 st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai- 400 001)
V	Stock Code	530309(BSE)
VI	ISIN No.(Demat No.) NSDL & CDSL	INE 368D01017
VII	Registrar and Share Transfer Agents:	<i>Alankit Assignment Ltd.</i> IE/13, Jhandewalan Extension, New Delhi-110 055 Ph: 011- 42541234/23541234 Fax: 011- 23552001 E-mail: info@alankit.com Website: www.alankit.com
VIII	Dividend Payment Date (for the financial year 2014-15)	Not Applicable

IX. Market Price Data:

During the financial year under review, High/ Low prices of the equity shares of the Company on the Stock Exchange, Mumbai during each month is as follows:

Month	High (Rs.)	Low (Rs.)
April, 2014	15.70	15.40
May, 2014	16.45	13.95
June, 2014	18.30	15.35
July, 2014	17.80	15.15
August, 2014	19.85	14.50
September, 2014	35.50	17.00
October, 2014	31.85	25.55
November, 2014	33.55	24.35
December, 2014	28.80	20.05
January 2015	25.40	20.30
February 2015	23.95	16.30
March 2015	21.00	14.60


(X) SHARE TRANSFER SYSTEM

Presently the Shares Transfers, which are received in physical forms, are processed and the share certificates returned within a period of 15 days from the date of receipts, subject to documents being valid and complete in all respects.

(XI) Distribution of Share holding :

(A) Distribution of Share holding as on 31st March, 2015

No. of Shares held	Shareholders		No. of Shares	
	Number	% to Total	Shares	% to Total
Upto 500	1250	72.129	247478	6.692
501-1000	227	13.099	196606	5.317
1001-5000	211	12.175	462596	12.509
5001 – 10000	21	1.212	152747	4.131
10001 – 20000	7	0.404	117287	3.172
20001 – 30000	4	0.231	108403	2.931
30001 – 40000	3	0.173	115608	3.126
40001 – 50000	0	0	0	0
50001 – 100000	4	0.231	283201	7.658
100001 -500000	5	0.289	1367644	36.983
500000 and above	1	0.058	646430	17.481
Total	1733	100	3698000	100

(B) Shareholding Pattern as on 31st March, 2015 :

Categories	No. of Shares	% of Shareholding
Indian Promoters	2238092	60.52
Persons Acting in Concert	0	0
Institutional Investors	Nil	Nil
Corporate Bodies	87625	2.37
Indian Public	1357283	36.703
Non Resident Indians.	15000	0.406
Total	3698000	100

Those shareholders who wish to know more about the same may contact the company's Registrar and Share Transfer Agent or Share Department of the company.

(XII) DEMAT

As on 31st March, 2015, 36,06,885 Equity Shares of the Company have been dematerialized representing 97.54 % of the total Paid up Equity Share Capital.

(XIII) The Company has not issued any GDRs/ADRs/ warrants or any Convertible Instruments.

(XIV) Code of Conduct

The Board has laid down a code of conduct for all board members and senior management of the company. All the board members and senior management personnel have affirmed compliance with the code for the financial year ended 31st March, 2015. A declaration to this effect for part of the report.

CODE OF PRACTICE AND PROCEDURE AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Code of practice and procedure for fair disclosures of unpublished price sensitive information and code of conduct to regulate, monitor and report trading by its employees and other connected persons is approved by Board of Directors of the Company vide its meeting held on 29th May, 2015 and will be implemented for prohibition of Insider Trading in the securities of the Company.

**ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS**

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and applicable Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. The Company Secretary acts as the Secretary to all the Committees of the Board constituted under the Companies Act, Companies Act, 2013. He is also designated as Compliance Officer.

(XV) Address for correspondence :
Shareholder Correspondence may be addressed to:

Registered Office

Secretarial Department
Chandra Prabhu International Ltd.
14, Rani Jhansi Road,
New Delhi 110 055

OR

Registrar & Transfer Agent

Alankit Assignment Ltd.
2E/21, Jhandewalan Extension,
New Delhi- 110 055

Ph: 011-23516567

Fax: 011 23553698

E-mail: investorgrievance@cpil.com

Ph : 011- 42541234/23541234

Fax: 011- 23552001

E-mail: info@alankit.com

Declaration-Code of Conduct

All the Board members and the senior management personnel have, for the financial year ended 31st March, 2015 affirmed compliance with the code of conduct laid down by the Board of Directors of the company in terms of the listing agreement with stock exchange.

For Chandra Prabhu International Limited

Akash Jain

Managing Director

August 31, 2015

By order of the Board of Directors New Delhi

Corporate Identification Number (CIN)

: L51909DL1984PLC019441

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

Phone: +91-11-23516567, Fax: 91-11-23553698

Email: info@cpil.com; Website. www.cpil.com

Akash Jain

Managing Director

DIN: 00049303



**CEO/CFO CERTIFICATION TO THE BOARD
(Under Clause 49(IX) of Listing Agreement)**

**To,
The Board of Directors
Chandra Prabhu International Limited**

I have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2015, and that to the best of my knowledge and belief:

- (a) (i) *these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;*
(ii) *these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.*
- (b) *There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.*
- (c) *They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.*
- (d) *They have indicated to the auditors and the Audit committee*
- (i) *significant changes in internal control over financial reporting during the year;*
- (ii) *significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and*
- (iii) *instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.*

For Chandra Prabhu International Limited

**Akash Jain
Managing Director
DIN: 00049303**

**Amar Singh
Chief Financial Officer**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members of Chandra Prabhu International Ltd.

We have examined the compliance of Corporate Governance by Chandra Prabhu International Limited (the Company) for the year ended on March 31, 2015 as stipulated in *Clause 49* of the *Listing Agreement* of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in *Clause 49* of the *Listing Agreement*.

We state that no shareholder grievance is pending for a period exceeding one month against the company as per the records maintained by the Shareholder's Grievance Committee.

We further state that such compliance is neither an assurance as to further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FORM/s J P S & COMPANY
Chartered Accountants
FRN 004086N

New Delhi
August 31, 2015

J. C. Verma
Partner
M. No. 83210



Independent Auditors' Report

To the Members of
M/s Chandra Prabhu International Ltd

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **M/s Chandra Prabhu International Ltd** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of



the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the State of Affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by Central Government of India in terms of sub-section 143 of the Companies Act, 2013, we give in the annexure a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) the Balance Sheet, Statement of Profit and Loss Statement and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e) there are no observations and comments on financial transactions or other matters which have an adverse effect on the functioning of the Company.
- f) on the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- g) There are no qualifications, reservations or adverse remarks relating to maintenance of accounts and other matters connected therewith.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company doesn't have any pending litigations which would impact its financial position
 - ii. The Company did not have any long term contracts including derivative contracts having any material foreseeable losses for which provision was required to be made under the applicable law or accounting standard.
 - iii. There was no amount which was required to be transferred, to the Investor Education and Protection Fund by the Company.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210

Place : New Delhi
Dated: 29.05.2015

**Annexure to the Auditors' Report**

Referred to Paragraph 1 of our "Report on other Legal and Regulatory Requirements" on even date:

1

- (a) The company has maintained proper records showing full particulars of fixed assets including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management according to the phased program of three years which is reasonable with regard to size of the company and nature of its assets. Pursuant to the program, a portion of the fixed assets have been physically verified by the management during the year and no significant material discrepancies between the book records and such physical verification have been noticed.
- (c) No fixed assets have been disposed of during the year and in our opinion it does not affect the going concern of the company.

2

- a. The management has conducted physical verification of inventory at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company.
- c. The Company has maintained proper records of inventories. As explained to us, and in our opinion, the discrepancies noticed on physical verification of inventory as compared to the book records were not material.

3 In respect of the loans, secured or unsecured, granted or taken by the company to/from companies, firm or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

- a. According to the information and explanations given to us, the Company has not granted loans, secured or unsecured to three companies, firms, or other parties covered in the register maintained u/s 189 of the Companies Act, 2013, .
- b. As informed to us, the company has taken interest free unsecured loans from a director covered in the register maintained u/s 189 of the Companies Act, 2013. The maximum balance outstanding during the year is Rs 460 lacs and year end balance is 364.65 Lacs.



- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control.
- 5 In our opinion and according to the information and explanations given to us, the Company has not accepted deposits, hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, are not applicable to it. According to the information and explanations given to us, no order has been passed against the company by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- 6 We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 and we are of the opinion that *prima facie* the prescribed accounts and records have been made and maintained. We have however not made a detailed examination of records with a view to determine whether they accurate and complete.
- 7
- a. According to the information and explanation given to us and the records of the company examined by us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to it.
 - b. According to the information and explanation given to us, undisputed statutory dues which are outstanding as at 31st March, 2015, for a period more than six months from the date they became payable are, Income Tax Dues for F.Y. 1995-96 of Rs 7,34,312/-.
 - c. According to the information and explanations given to us, there are no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- 8 The Company has no accumulated losses at the end of 31st March, 2015. The Company has not incurred cash losses in the financial year covered by our audit or in the immediately preceding financial year.
- 9 In our opinion and according to information and explanations given to us, the Company has not defaulted in repayment of its dues to financial institution or bank as at the Balance Sheet date.



- 10 According to the information and explanation given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions during the year. Accordingly, the provisions of clause 3(x) of the Companies (Auditor's Report) Order, 2015 are not applicable to the company.
- 11 According to the information and explanations given to us the company has not availed any term loan during the year. Accordingly, the provisions of clause 3 (xi) of the Companies (Auditor's Report) Order, 2015 are not applicable to the company.
- 12 During the course of our examination of the books & records of the company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instances of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by Management.

Forj P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210

Place : New Delhi
Dated: 29.05.2015

BALANCE SHEET

CHANDRA PRABHU INTERNATIONAL LTD.



Balance Sheet as at 31st March 2015

Amount in ₹

Particulars	Note	As at 31st March, 2015	As at 31st March, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	36,980,000	36,980,000
(b) Reserves and Surplus	4	75,278,139	76,587,016
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	337,505	1,724,750
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions	6	330,990	-
(3) Current Liabilities			
(a) Short-Term Borrowings	7	47,439,000	52,914,513
(b) Trade Payables	8	46,380,053	47,847,806
(c) Other Current Liabilities	9	27,676,523	40,705,436
(d) Short-Term Provisions	10	44,513	13,350,113
Total		234,466,723	270,109,634
II. ASSETS			
(1) Non-Current Assets			
<i>(a) Fixed Assets</i>			
Tangible Assets	11	5,305,752	7,988,510
(b) Non-current investments	12	6,000,000	466,463
(c) Deferred tax assets (net)	13	843,394	451,501
(d) Long term loans and advances	14	7,964,470	9,867,575
(e) Other non-current assets		-	-
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories	15	52,203,597	1,707,229
(c) Trade receivables	16	89,020,913	75,972,988
(d) Cash and cash equivalents	17	10,637,006	27,416,168
(e) Short-term loans and advances	18	60,138,211	143,245,368
(f) Other current assets	19	2,353,380	2,993,832
Total		234,466,723	270,109,634

Significant Accounting Policies and Notes to Accounts

1 to 34

*As per our Report of even date.***FOR J P S & CO**

Chartered Accountants

FRN: 004086N

For Chandra Prabhu International Limited

CA J C Verma

Partner

M No : 083210

Akash Jain

Managing Director

DIN -00049303

Prakash Goyal

Director

DIN -02598736

Place: New Delhi

Dated: 29.05.2015

Bhawna Singh

Company Secretary

Amar Singh

Chief Financial Officer



Statement of Profit and Loss for the year ended 31st March 2015

Amount in ₹

S No	Particulars	Note	For the Year ended 31st March 2015	For the Year ended 31st March 2014
I	Revenue from operations	20	486,060,120	1,028,064,516
II	Other Income	21	1,277,781	3,461,281
III	Total Revenue (I + II)		487,337,901	1,031,525,797
IV	Expenses:			
	Purchase of Stock in Trade	22	520,487,014	874,064,571
	Changes in inventories of Stock-in-Trade	23	(50,496,369)	105,266,803
	Employee Benefit Expense	24	3,461,240	3,623,723
	Financial Costs	25	4,136,355	6,681,725
	Depreciation	11	2,667,586	1,759,189
	Other Expenses	26	8,025,542	13,118,576
	Total Expenses		488,281,368	1,004,514,587
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(943,467)	27,011,210
VI	Exceptional Items	27	-	240,000
VII	Profit before extraordinary items and tax (V - VI)		(943,467)	27,251,210
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		(943,467)	27,251,210
X	Tax expense:			
	(1) Current tax		-	8,700,000
	(2) Previous year tax Adjustment		731,332	(180,384)
	(2) Deferred tax Assets		(391,893)	(3,830)
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(1,282,906)	18,735,424
XII	Profit/(Loss) from discontinuing operations			
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		(1,282,906)	18,735,424
XVI	Earning per equity share:			
	Basic & Diluted	28	(0.35)	5.07

As per our Report of even date.

FOR J P S & CO

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No. : 83210

Place: New Delhi

Dated: 29.05.2015

For Chandra Prabhu International Limited

Akash Jain

Managing Director

DIN -00049303

Prakash Goyal

Director

DIN -02598736

Bhawna Singh

Company Secretary

Amar Singh

Chief Financial Officer

CASH FLOW STATEMENT

CHANDRA PRABHU INTERNATIONAL LTD.



Particulars	Amount in ₹	
	For the year Ended 31st March, 2015	For the year Ended 31st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	(943,467)	27,251,210
Adjustments for :		
Depreciation	2,667,586	1,759,189
Interest Expense	1,777,484	5,253,632
Other Income	(1,277,781)	(2,461,112)
Diminution in value of Investments	466,462	-
Operating profit before Working Capital change	2,690,284	31,802,919
Adjustments for :		
(Increase)/Decrease in Trade Receivable	(13,047,923)	10,616,027
(Increase)/Decrease in Short Term Loan & Advances	83,107,157	(4,497,552)
Proceeds/(Repayments) of Loan & Advances	1,903,105	8,540,087
(Increase)/Decrease in Other Current Assets	640,452	(1,951,378)
Increase/(Decrease) in Trade Payable	(1,467,753)	(69,464,548)
Increase/(Decrease) in Short Term Provision	(8,979,125)	4,014
(Decrease)/ Increase in Long Tern Provision	330,990	-
Increase/(Decrease) in Other Current Liabilities	(13,028,913)	(21,891,981)
(Increase)/Decrease in Inventories	(50,496,368)	105,266,804
Cash Generated from Operations	1,651,906	58,424,392
Direct Taxes paid	(731,332)	(7,445,195)
Net cash generated from operating activities [A]	920,574	50,979,197
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(10,800)	(5,479,778)
Purchase of Investments	(6,000,000)	
Interest Received FDR/Deposits	1,277,781	2,461,112
Net cash (used in)/ generated from investing activities [B]	(4,733,019)	(3,018,666)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Amt borrowed	(1,387,245)	1,442,839
Dividend Paid	(3,698,000)	(3,698,000)
Dividend Distribution Tax Paid	(628,475)	(628,475)
Repayments of Short Term Borrowings	(5,475,513)	(25,459,361)
Interest Paid	(1,777,484)	(5,253,632)
Net cash (used in)/ generated from financing activities [C]	(12,966,717)	(33,596,629)
Net increase/(decrease) in cash and cash equivalents [A+B+C]	(16,779,162)	14,363,902
Cash and cash equivalents at the beginning of the year	27,416,168	13,052,266
Cash and cash equivalents at the end of the year	10,637,006	27,416,168
	-	
<i>As per our Report of even date.</i>		
FOR J P S & CO	For Chandra Prabhu International Limited	
Chartered Accountants		
FRN: 004086N		
CA J C Verma	Akash Jain	Prakash Goyal
Partner	Managing Director	Director
M No : 083210	DIN -00049303	DIN -02598736
Place: New Delhi	Bhawana Singh	Amar Singh
Dated: 29.05.2015	Company Secretary	Chief Financial Officer



Significant Accounting Policies and Notes to Accounts

Note No. 1

Background

Chandra Prabhu International Ltd. is a Company registered with Registrar of Companies, Delhi & Haryana, New Delhi. The Company is a Public Limited Company whose shares are listed in BSE. Chandra Prabhu International Ltd. is a well-known name in the trading of Synthetic Rubber and Coal.

1 Basis of preparation of Financial Statements

These financial statements are prepared under the historical cost convention on an accrual basis, in accordance with applicable accounting standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"), as applicable.

2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although, these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3 Fixed Assets

Tangible fixed assets are stated at cost of acquisition including incidental expenses less depreciation. All costs including financing costs till the assets are ready to be put to use are adjusted to the carrying amount of fixed assets.

4 Depreciation

In respect of fixed assets during the year, depreciation/ amortisation is charged on written Down Method as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life based on an evaluation.

Type of Asset	Period
Vehicles-Car	8 years
Vehicles- Motar Bike	10 years
Plant & Machinery	15 years
Office Equipments	5 years
Furniture & Fixtures	10 years
Computers	3 years

5 Impairment of Assets

Where there is any indication that an asset is impaired, the recoverable amount, if any, is estimated and impairment loss is recognized to the extent carrying amount exceeds recoverable amount.

6 Investments

All long-term unquoted investments are valued at cost less provision for diminution in value.

7 Inventories.

Traded goods inventories are stated at lower of cost or net realizable value. Cost is determined on weighted average basis.

Inventory of shares is valued at cost.

8 Foreign Exchange Transaction

Gain/Losses arising out of fluctuation in exchange rates are accounted for on the basis of payments. Fluctuation in foreign exchange payment is being credited/charged to the Statement of Profit & Loss.

Premium or discount on foreign exchange contracts outstanding at the Balance Sheet date are stated at fair values and any gain or losses are recognised in the statement of Profit & Loss .

9 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

Sales are recognized when the products are shipped or services rendered. Central Sales Tax and Value Added Tax are excluded

Dividend from investments is recognized in the Statement of Profit & Loss on receipt basis



10 Employee Retirement Benefits

1. *Provident Fund*

The eligible employees of the company are entitled to receive benefit under the Provident Fund, a defined contribution Plan in which the employees and the company make monthly contributions at a specified percentage of the covered employee's salary (currently 12% of employees' salary) which is recognised as an expense in the statement of profit & loss account. The contributions as specified under law are paid to the Government Provident Fund.

2. *Gratuity Fund Scheme*

The company has taken group gratuity insurance scheme from LIC of India under defined contribution plan. The company accounts for liability of future gratuity benefit based on Actuarial valuation on projected unit credit method carried out for assessing liability as at the reporting date. Actuarial Gains and losses are recognised

3. *Compensated Absences*

The liability of leave encashment and other compensated absences is recognised on arithmetical basis at the end of the year and charged to revenue each year.

4. *Employee Pension Scheme*

Employees contribution to Employees Pension Scheme, a defined contribution plan is made in accordance with The Employees Pension Scheme, 1995.

5. *Other Employee Benefits*

Accidental Insurance Scheme, defined contribution plan is taken from Aviva Life Insurance

11 Taxation

Current tax is determined as the amount of tax payable in respect of taxable income for the period.

Deferred tax is recognized subject to consideration of prudence in respect of deferred tax assets on timing differences being the difference in income and accounting that originates in one period and capable of reversal in one or more subsequent period.

12 Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

13 Cash Flow Statement

Cash Flows are reported using the Indirect Method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

14 Segment Reporting

Identification of segments

The company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

Allocation of common costs:

Common allocable costs are allocated to each segment pro-rata on the basis of revenue of each segment to the total revenue of the Company.

Unallocated items:

Unallocated items include income and expenses which are not allocated to any reportable business segment.

Segment Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole.

15 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present legal obligation as a result of past events and where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.



Contingent liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an on going basis and only those

Contingent Assets are not recognized in the Financial Statement.

Note No. 2

Notes on accounts for the year ended March 31, 2015

Figures have been rounded off to the nearest rupee.

Note 3

Share Capital

		Amount in ₹	
S No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Authorized Equity Shares ₹ 10 par value 5000000 Equity Shares	50,000,000	50,000,000
2	Issued, Subscribed and Paid-up Equity Shares ₹ 10 par value 3698000 Equity Shares Fully paid-up	36,980,000	36,980,000
	Total	36,980,000	36,980,000

The company has only one class of shares referred to as Equity Shares having a Par Value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share

The reconciliation of the number of shares outstanding and the amount of shares capital as at March 31st, 2015 and March 31st, 2014 is set out below:

S No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Shares outstanding at the beginning of the year	3,698,000	3,698,000
2	Add: Shares Issued during the year	-	-
3	Less: Shares bought back during the year	-	-
	Shares outstanding at the end of the year	3,698,000	3,698,000
	Amount	36,980,000	36,980,000

Details of shareholders holding more than 5% share in the company: -

Name of Shareholder		As on 31.03.2015	As on 31.03.2014
Akash Jain	No. of shares	345000	345000
	% held	9	9
Vikas Jain	No. of shares	345310	345310
	% held	9	9
Piyush Jain	No. of shares	345000	345000
	% held	9	9
Hemlata Jain	No. of shares	646430	646430
	% held	17	17
Sheetal Jain	No. of shares	190002	-
	% held	5	-



Note : 4

Reserve & Surplus		Amount in ₹	
S No	Particulars	As at 31.03.2015	As at 31.03.2014
1	General Reserves		
	Opening Balance	3,989,291	3,689,291
	Add:- Transferred from Surplus	-	300,000
		3,989,291	3,989,291
2	Surplus (Profit & Loss Account)		
	Opening Balance	72,597,725	58,488,776
	Add/ (Less): Net Profit after tax	(1,282,906)	18,735,424
	(Less): Adjustment relating to fixed assets	(25,971)	-
	Amount available for appropriation	71,288,848	77,224,200
	Appropriations:		
	Proposed Dividend	-	3,698,000
	Tax on Proposed Dividend	-	628,475
		71,288,848	72,897,725
	Amount transferred to General Reserves	-	300,000
	Surplus - Closing Balance	71,288,848	72,597,725
	Total	75,278,139	76,587,016

Note: 5

Long Term Borrowings		Amount in ₹	
S No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Secured Loans		
	- From Bank (Vehicle Loan)	337,505	1,724,750
	Total	337,505	1,724,750

Secured against vehicle financed

Note: 6

Long Term Provisions		Amount in ₹	
S No	Particulars	As at 31.03.2015	As at 31.03.2014
1	Provision for employee benefits		
	Gratuity Obligation*	330,990	-
	Total	330,990	-

* The above figure includes ₹2,87,882/- shown under the head short term provisions in PY

Note: 7

Short Term Borrowings		Amount in ₹	
S No	Particulars	As at 31.03.2015	As on 31.03.2014
1	Loan Repayable on Demand		
	- From Bank (Secured - see footnote)*	10,973,930	2,115,017
2	Unsecured Loans		
	- From Other Parties	-	50,799,496
	- From Related Parties (<i>Interest Free</i>)	36,465,070	-
	Total	47,439,000	52,914,513

*Secured Loan from banks consist of cash credit facilities. These are secured against hypothecation of stock and Book Debts.

Note: 8

Trade Payable		Amount in ₹	
S No	Particulars	As at 31.03.2015	As on 31.03.2014
1	Sundry Creditors for Material/Supplies:		
	Foreign Creditors	45,836,160	33,731,560
	Indian Creditors	543,893	14,116,246
	Total	46,380,053	47,847,806



Repayment Schedule for Long Term Borrowings are as follows:

As at 31st March, 2015

Amount in ₹

S No.	Particulars	As at 31.03.2015	Repayment Schedule	
			0 - 1 years	1 - 3 years
			Included in Other Current Liabilities	Included in Long Term Borrowings
	<u>Secured Loans</u>			
	From Bank (Vehicle Loans)	1,724,750	1,387,245	337,505
	<u>Unsecured Loans</u>			
	From Related Parties	36,465,070	36,465,070	-
	Total	38,189,820	37,852,315	337,505

As at 31st March, 2014

Amount in ₹

S No.	Particulars	As at 31.03.2014	Repayment Schedule	
			0 - 1 years	1 - 3 years
			Included in Other Current Liabilities	Included in Long Term Borrowings
	<u>Secured Loans</u>			
	From Bank (Vehicle Loans)	3,190,316	1,465,566	1,724,750
	Total	3,190,316	1,465,566	1,724,750



Note : 11
Fixed Assets

Amount in ₹

Asset	Gross Block		Depreciation			Net Block		
	As at 01.04.2014	Additions / Adjustment during the year	As at 31.03.2015	As at 01.04.2014	Depreciation for the year	Deductions/ Adjustments During The year	As at 31.03.2015	As at 31.03.2014
Tangible Assets								
Land	473,080	-	473,080	-	-	-	473,080	473,080
Air Conditioners	486,631	-	486,631	444,300	3,246	(5,750)	453,296	33,335
Plant & Machinery	348,406	-	348,406	161,819	34,076	(2,719)	198,614	149,792
Furnitures & Fixtures	1,107,166	-	1,107,166	889,190	53,898	12,014	931,074	176,092
Vehicles	12,079,741	-	12,079,741	5,896,125	2,192,712	21,190	8,067,647	4,012,094
Office Equipment	1,145,624	10,800	1,156,424	783,832	184,857	(29,918)	998,607	157,817
Computer	1,609,414	-	1,609,414	1,422,230	138,049	(12,289)	1,572,568	36,846
Generators	638,800	-	638,800	340,685	54,879	(3,984)	399,548	239,252
Xerox Machine	162,000	-	162,000	124,172	5,869	(4,515)	134,556	27,444
Total	18,050,862	10,800	18,061,662	10,062,353	2,667,586	(25,971)	12,755,910	7,988,510
<i>Previous Year</i>	12,571,084	5,479,778	18,050,862	8,303,164	1,759,189	-	10,062,353	7,988,510



Note: 9

Other Current Liabilities

Amount in ₹

S No	Particulars	As at 31.03.2015	As on 31.03.2014
1	Current maturities of long term loans/Finance Lease Obligations		
	Secured Term Loans		
	- From Bank (see footnote below)*	1,387,245	1,465,566
	- From Other Parties (see footnote below)	-	-
2	Advance From Customers	9,288,922	18,688,925
3	<i>Investors Education & Protection Fund will be credited by the following amounts, as and when due</i>		
	Unclaimed Dividend	423,004	230,068
4	Other Payables		
	TDS, TCS, Service Tax, VAT**	14,045,377	17,710,173
	Employee Benefits	41,890	28,257
	Govt. Dues	734,313	734,313
	Other Liabilities	1,755,772	1,848,134
	Total	27,676,523	40,705,436

* Term Loan from HDFC Bank & ICICI Bank Secured against hypothecation of cars

**Inclusive of Vat & CST payable of Rs. 1,33,07,910/- against which the company has deposited Rs. 1,91,44,349/- reflected in Note 18.

The amount are being shown separately pending assessments .

Note: 10

Short Term Provisions

Amount in ₹

S No	Particulars	As at 31.03.2015	As on 31.03.2014
1	Provision for employee benefits		
	Gratuity Obligation	5,645	293,287
	Leave Encashment	38,868	30,351
2	Provision - Others		
	Provision for Income Tax	-	8,700,000
	Provision for proposed dividend	-	3,698,000
	Provision for Dividend Distribution Tax	-	628,475
	Total	44,513	13,350,113

Note : 11

Depreciation

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
1	Depreciation	2,667,586	1,759,189
	Total	2,667,586	1,759,189

Note : 12

Non Current Investment

Amount in ₹

S No.	Particulars	As at 31.03.2015	As at 31.03.2014
	Trade Investments (valued at cost unless stated otherwise)		
	Investment in equity instruments (Unquoted)		
	518292 equity shares of Hilton Rubbers Ltd. fully paid up (face value ₹ 10/- per Share)	-	466,463
	500000 equity shares of Alsan Rubber & Chemicals Pvt. Ltd. Fully paid up (face value ₹ 10/- per share)	6,000,000	-
	Total	6,000,000	466,463



Note : 13

Deferred Tax Assets

Amount in ₹

Particulars	As at 31.03.2015	As on 31.03.2014
Computation of Deferred Tax (Asset) / Liability		
Depreciation on 31st March 2015 - as per Companies Act 2013	2,667,586	1,668,441
Depreciation as on 31st March 2015 - as per Income Tax Act 1961	1,419,853	1,672,623
Timing Difference { Assets / (Liabilities) }	1,247,733	(4,182)
Deferred Tax Assets	59,397	61,366
Deferred Tax Liabilities	(38,868)	(44,788)
Net Timing Difference	1,268,262	12,396
Tax on above at 30.90%	391,893	3,830
Less: Deferred Tax Assets as on 01st April 2014 (Opening)	451,501	447,671
Deferred Tax Assets	843,394	451,501

Note : 14

Long Term Loans and Advances

Amount in ₹

S No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Security Deposit		
	Unsecured, Considered Good	21,000	11,000
2	Balances with Govt. Authorities		
	Unsecured, Considered Good		
	Anti Dumping Duty Receivable	-	4,208,844
	4% Additional Duty Receivable	7,465,111	5,205,996
	Income Tax Recoverable A.Y. - 1999-2000	38,082	38,082
3	Other Loans & Advances		
	LIC Gratuity Fund	440,277	403,653
	Total	7,964,470	9,867,575

Note : 15

Inventories

Amount in ₹

S No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Synthetic Rubber	51,810,728	-
2	Shares	392,869	1,304,889
3	Coal	-	402,340
	Total	52,203,597	1,707,229

Note : 16

Trade Receivable

Amount in ₹

S No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Trade receivables outstanding for a period exceeding six months		
	Unsecured, considered good	14,000,922	32,212,712
2	Other Trade receivables		
	Unsecured, considered good	75,019,991	43,760,276
	Total	89,020,913	75,972,988



Note : 17

Cash & Cash Equivalent		Amount in ₹	
S No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Cash-in-Hand		
	Cash Balance <i>(As certified by Management)</i>	3,535,743	1,171,303
	Sub Total (A)	3,535,743	1,171,303
2	Cheques/DD in Hands	83,124	83,124
	Sub Total (B)	83,124	83,124
3	Balances with Bank		
	On Current Accounts	1,095,135	15,184,390
	Unclaimed Dividend Account	423,004	230,068
	In Fixed Deposit	5,500,000	10,747,283
	<i>Deposits having original maturity exceeding 3 months but due for realizations within 12 months of the reporting date.</i>		
	Sub Total (C)	7,018,139	26,161,741
	Total [A + B + C]	10,637,006	27,416,168

Note 18

Short Term Loans and Advances

		Amount in ₹	
S No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Security Deposits		
	Unsecured, Considered Good	400,500	370,500
2	Loans and advances to Employees		
	Unsecured, Considered Good	246,164	261,219
3	Prepaid Expenses		
	Unsecured, Considered Good	148,665	260,518
4	Balances with Govt. Authorities		
	TDS Receivable F.Y. 2014-15	99,278	
	TDS Receivable F.Y. 2013-14	-	99,102
	VAT Receivable F.Y. 2013-14	-	10,353
	Advance Sale Tax	19,144,349	22,235,526
	TCS Receivable F.Y. 2013-14	-	5,159,909
	TCS Receivable F.Y. 2014-15	2,286,430	-
5	Other Assets		
	Advance to Suppliers	37,565,671	114,848,241
	DEPB Licence (advance against purchase)	247,154	-
	Total	60,138,211	143,245,368

Disclosure in respect of Related Party Disclosure (As per Revised AS – 18)

The Management has identified the following Companies and individuals as related parties of the Company for the year ended 31st March, 2015 for the purposes of reporting as per AS 18 – “Related Party Transactions”:-

(A) Name of related parties and description of relationship:

1. **Subsidiaries**
Alsan Rubber And Chemicals Pvt. Ltd. 100% Holding (w.e.f. 30.07.2014)
2. **Fellow Subsidiaries** Nil
3. **Associates** Nil
4. **Key Managerial Personnel & their Relatives**
Mr. Akash Jain - Managing Director
Mr. Vikas Jain - Brother
5. **Companies where key Managerial Personnel & their Relatives have significant influence:**
South West Pinnacle Exploration Pvt. Ltd.



(B) Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2015

Amount in ₹

Nature of Transactions	Subsidiaries		Key Mgt Personnel		Entities of Relative of KMP	
	2015	2014	2015	2014	2015	2014
FINANCE						
<u>Loans Repaid</u>						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	1,700,000	13,000,000
Mr. Akash Jain	-	-	19,004,930	75,100,000	-	-
<u>Loans Received</u>						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	1,700,000	13,000,000
Mr. Akash Jain	-	-	55,470,000	75,100,000	-	-
<u>Directors Remuneration</u>						
Mr. Akash Jain	-	-	1,200,000	1,200,000	-	-
<u>Trading Transactions</u>						
Alsan Rubber And Chemicals Pvt. Ltd.	79,007,805	-	-	-	-	-
OUTSTANDING BALANCES						
<u>Expenses Payable</u>						
	-	-	294,470	394,470	-	-
<u>Loans Payable</u>						
	-	-	36,465,070	-	-	-



(C) Disclosure required by clause 32 of the Listing Agreement

Amount of Loans/Advances in the nature of loans outstanding from subsidiaries during 2014-15 - NIL

Note : 19

Other Current assets

Amount in ₹

S No.	Particulars	As at 31.03.2015	As at 31.03.2014
1	Accruals		
	Interest accrued on FDRs'	-	658,279
2	Other Advances Receivable		
	Other Receivable	24,327	6,500
	Income Tax Recoverable for F.Y. 2012-13	2,329,053	2,329,053
	Total	2,353,380	2,993,832

Note : 20

Revenue from Operations

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
1	Synthetic Rubber	173,621,145	357,230,972
2	Coal	312,438,975	670,833,544
	Total	486,060,120	1,028,064,516



Note : 21

Other Income

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
1	Interest Income*	992,704	2,461,112
2	Prior Period Income	66,044	-
3	Misc Income	15	460,702
4	Discount recd on DEPB	165,000	193,547
5	Unclaimed Credits	1,636	281,827
6	Actuarial Gain on Obligation	52,382	64,093
	Total	1,277,781	3,461,281

*Income denotes Interest on FDR

Note : 22

Purchase of Stock in Trade

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Purchase of Traded Goods		
	Synthetic Rubber		
	Domestic	31,883,400	14,674,170
	Imported	190,895,261	226,351,496
	Coal	297,708,353	633,038,905
	Total	520,487,014	874,064,571

Imported purchases are inclusive of Custom Duty & other incidental expenses

Note : 23

Changes in Inventories of Stock in Trade

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
1	<u>Inventories at the end of the year</u>		
	Synthetic Rubber	51,810,729	-
	Shares	392,869	1,304,890
	Coal	-	402,340
		52,203,598	1,707,230
2	<u>Inventories at the beginning of the year</u>		
	Synthetic Rubber	-	105,279,680
	Shares	1,304,889	1,304,889
	Coal	402,340	389,464
		1,707,229	106,974,033
	Net Increase	(50,496,369)	105,266,803

Note : 24

Employee Benefits

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
1	Salaries	1,559,130	1,768,312
2	MD Remuneration	1,200,000	1,200,000
3	PF Statutory Expenses	15,696	14,230
4	Leave Encashment	38,868	30,351
5	Employer Cont. of ESI	23,998	25,562
6	Employer Cont. of PF	116,990	125,515
7	Staff Welfare Expenses	429,143	338,802
8	Provision towards Gratuity Fund	59,397	61,336
9	Group Insurance of Employee	18,018	59,615
	Total	3,461,240	3,623,723



Note : 25

Financial Cost		Amount in ₹	
S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
1	Interest Paid on Borrowing	-	888,329
2	Int/hire Purchase charges - Car	238,974	251,869
3	Interest on CC Limit	775,411	3,044,835
4	Letter of Credit Expenses	763,099	1,068,599
5	Commission/Interest on Bill Discount	63,044	131,325
6	Other Borrowing Costs	2,295,827	1,296,768
Total		4,136,355	6,681,725

Note : 26

Other Expenses		Amount in ₹	
S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
1	Audit Fee (refer Note below)	220,002	215,957
2	Internal Audit Fee	16,854	16,854
3	Intt on Income Tax/TDS/Service Tax/Vat/CST/TCS**	71,175	242,490
4	Telephone / Internet Expenses	273,043	221,912
5	Advertisement Expenses	136,961	129,833
6	Business Promotion Expenses	355,026	125,074
7	Credit Rating Expenses	56,180	56,180
8	Computer Expenses	22,781	21,644
9	Conveyance/Travelling Expenses	43,728	43,682
10	Commission	307,227	536,746
11	Bank Charges	349,928	50,883
12	Foreign Exchange Fluctuation	751,706	5,336,890
13	Depositories Charges	33,022	27,159
14	Electricity/Water Expenses	559,730	509,074
15	General Expenses	1,095,374	523,799
16	Genset Expenses	56,995	117,800
17	Godown Rent	908,000	888,000
18	Sale Tax / TCS Demand	297,041	272,110
19	Insurance	399,300	492,638
20	Membership/Subsription Fee	24,003	201,907
21	Office Running & Maintenance Expenses	146,585	127,997
22	Postage & Courier Charges	43,315	59,740
23	Printing & Stationery Charges	98,264	83,040
24	Prior Period Expenses	198,015	276,766
25	Professional Fee	186,569	285,510
26	Repair & Maintenance Charges	44,819	61,375
27	Retainership Fee	371,000	312,000
28	Vehicle Running & Maintenance Expenses	373,874	396,062
29	Freight outward	118,563	1,485,454
30	Diminution in Value of Investment	466,462	-
Total		8,025,542	13,118,576

Note

		Amount in ₹	
S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
1	Payment to auditor comprises as under: -		
	Audit Fee	133,709	139,327
	Tax Audit Fee	34,832	34,832
	Fees for other services	51,461	41,798
	Total	220,002	215,957
2	Prior Period Items:-		
	Prior Period Expenses		
	Additional Duty	-	276,766
	Railway Freight	76,912	-
	Siding Charges	53,176	-
	Others	67,927	-
	Total	198,015	276,766



Note : 27

Exceptional Items		Amount in ₹`	
S No.	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
1	Profit on Sale of Shares	-	240,000
	Total	-	240,000

Note : 28

Earning per share		Amount in ₹`	
S No	Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	Basic & Diluted Earning Per Share		
	Net profit attributable to equity shareholders (after taxes)	(1,282,906)	18,735,424
	Number of shares outstanding at the end of the reporting period	3,698,000	3,698,000
	Basic & Diluted Earning Per Share	(0.35)	5.07

Note : 29

Contingent Liabilities (not provided for) in respect of:

		Amount in ₹`	
S No	Contingent Liabilities	31.03.2015	31.03.2014
1	Foreign LCs \$ 7,32,324 @ Rs. 62.59/-	45,836,159	42,822,203
2	Demands not acknowledged as debts and not provided for, in respect of which the matters are in appeal and exclusive of the effect of similar matters in respect of assessments remaining to be completed	Nil	Nil

Note : 30

Expenditure and Earnings in Foreign Currencies

		Amount in ₹`	
S No	Particulars	31.03.2015	31.03.2014
1	Expenditure	Nil	Nil
2	Earnings	Nil	Nil

Note : 31

Value of Imports on CIF Basis

		Amount in ₹`	
S No	Particulars	31.03.2015	31.03.2014
1	Trading Goods	1896 (lacs)	2255 (lacs)

Note : 32

Employees Benefit Plans

Defined Contribution Plan

A separate trust has been established covering gratuity liability of staff. The Trust has taken a policy on 01/07/2011 under Group Gratuity Insurance Scheme of LIC under the defined contribution plans. Every employee who has completed three years or more of services is eligible for a Gratuity on separation at 15 days' basic salary (last drawn salary) for each completed year of service. The company has also taken external Actuarial Valuation for determining the liability for future gratuity benefits but has considered LIC Valuations for company accounts. The assumptions of the Actuary for unfunded defined gratuity plan are worked out as under :

Fair value of plan assets		Amount in ₹`	
		3/31/2015	3/31/2014
a)	Fair value of plan assets at the beginning of the period	403,653	329,823
b)	Acquisition adjustment	--	--
c)	Actual return on plan assets	36,333	29,042
d)	Employer Contributions	291	44,788
e)	Benefits paid	--	--
f)	Fair value of plan assets at the end of the period	440,277	403,653
g)	Funded status	103,642	110,366
h)	Excess of actual over estimated return on plan assets	4	182



Actuarial gain / loss recognized		3/31/2015	3/31/2014
a)	Actuarial gain/(loss) for the period- obligation	16,049	64,093
b)	Actuarial (gain)/loss for the period - plan assets	(4)	(182)
c)	Total (gain)/loss for the period	(16,053)	(64,275)
d)	Actuarial (gain) / loss recognized in the period	(16,053)	(64,275)
e)	Unrecognized actuarial (gains) losses at the end of period	--	--
The amounts to be recognized in balance sheet and related analysis			
		3/31/2015	3/31/2014
a)	Present value of obligation as at the end of the period	336,635	293,287
b)	Fair value of plan assets as at the end of the period	440,277	403,653
c)	Funded status / Difference	103,642	110,366
d)	Excess of actual over estimated	4	182
e)	Unrecognized actuarial (gains)/losses	--	--
f)	Net asset/(liability) recognized in balance sheet	103,642	110,366
Expense recognized in the statement of profit and loss			
		3/31/2015	3/31/2014
a)	Current service cost	34,468	36,172
b)	Past service cost	--	--
c)	Interest cost	24,929	25,164
d)	Expected return on plan assets	(36,329)	(28,860)
e)	Curtailement cost / (Credit)	--	--
f)	Settlement cost / (credit)	--	--
g)	Net actuarial (gain)/ loss recognized in the period	(16,053)	(64,275)
h)	Expenses recognized in the statement of profit & losses	7,015	(31,799)
Reconciliation statement of expense in the statement of profit and loss.			
		3/31/2015	3/31/2014
a)	Present value of obligation as at the end of period	336,635	293,287
b)	Present value of obligation as at the beginning of the period	293,287	296,044
c)	Benefits paid	--	--
d)	Actual return on plan assets	(36,333)	(29,042)
e)	Acquisition adjustment		
f)	Expenses recognized in the statement of profit & losses	7,015	(31,799)
Amount for the current period.			
		3/31/2015	3/31/2014
a)	Present value of obligation as at the end of period	336,635	293,287
b)	Fair value of plan assets as at the end of the period	440,277	403,653
c)	Surplus / Deficit	103,642	110,366
d)	Experience adjustment on plan Liabilities (loss) / gain	50,811	83,083
e)	Experience adjustment on plan Assets (loss) / gain	1,013	(642)
Movement in the liability recognized in the balance sheet.			
		3/31/2015	3/31/2014
a)	Opening net liability	293,287	296,044
b)	Expense as above	7,015	(31,799)
c)	Benefits paid	----	----
d)	Actual return on plan assets	36,333	29,042
e)	Acquisition adjustment	--	--
f)	Closing net liability	336,635	293,287
Major categories of plan assets (as percentage of total plan assets)			
		3/31/2015	3/31/2014
a)	Government of India Securities	--	--
b)	State Government securities	--	--
c)	High Quality Corporate Bonds	--	--
d)	Equity Shares of listed companies	--	--
e)	Property	--	--
f)	Special Deposit Scheme	--	--
g)	Funds Managed by Insurer	100%	100%
h)	Bank Balance (For Gratuity)	--	--
	Total	100%	100%



Note : 33

Segment Reporting

The Company is predominantly engaged in commodities trading of Rubber & Chemicals and Coal, which has been identified as main business segment.

₹ in Lacs

S No.	Particulars	Commodities		Other unallocable		Total	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1	Revenue						
	Intersegment Sale	4,860.59	10,280.65	-	-	4,860.59	10,280.65
	Other Income	-	-	12.78	34.61	12.78	34.61
	Total Net Sale/Income from operations	4,860.59	10,280.65	12.78	34.61	4,873.37	10,315.26
2	Results						
	Segment Results	24.30	278.66	-	34.61	24.30	313.27
	Operating Profit/(Loss)					24.30	313.27
	Intrest Exp.					33.73	43.16
	Profit/(Loss) Before Tax					(9.43)	270.11
	Exceptional Items					-	2.40
	Current Tax					-	87.00
	Tax related to earlier years					7.31	(0.04)
	Defferred Tax Assets					(3.92)	1.80
	Profit/(Loss) After Tax					(12.82)	187.35
3	Other Information						
	Segment Assets	2344.66	2701.09	-	-	2,344.66	2,701.09
	Segment Liabilities	1222.08	1565.42	-	-	1,222.08	1,565.42
4	Other						
	Capital Expenditure	1114.15	1131.15	-	-	1114.15	1131.15
	Depreciation	26.68	17.59	-	-	26.68	17.59
	Non cash expenses other than Depreciation						

Note : 34

Due to Micro Small & Medium Enterprises

The companies has no dues to Micro, Small & Medium Enterprises during the year ended March 31, 2015

In terms of our report of even date

For J P S & CO

Chartered Accountants

FRN 004086N

CA J C Verma

Partner

M. No. 083210

Place : - New Delhi

Date :- 29.05.2015

For Chandra Prabhu International Limited

Akash Jain

Managing Director

DIN -00049303

Prakash Goyal

Director

DIN -02598736

Bhawna Singh

Company Secretary

Amar Singh

Chief Financial Officer



Independent Auditors' Report

**To the Members of
M/s Chandra Prabhu International Ltd**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **M/s Chandra Prabhu International Ltd** (“the Company”) and its subsidiary (collectively referred to as “the Group”) which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to



fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the consolidated Balance Sheet, of the State of Affairs of the Company as at March 31, 2015;
- b) In the case of the consolidated Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) In the case of the consolidated Cash Flow Statement, of the Cash Flow for the year ended on that date.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210

Place : New Delhi
Dated: 29.05.2015

BALANCE SHEET

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Balance Sheet as at 31st March, 2015

Amount in ₹

Particulars	Note	As at 31st March, 2015
I. EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Share Capital	3	36,980,000
(b) Reserves and Surplus	4	80,938,022
(2) Non-Current Liabilities		
(a) Long-Term Borrowings	5	1,188,158
(b) Deferred Tax Liabilities (Net)		-
(c) Other Long Term Liabilities		-
(d) Long Term Provisions	6	330,990
(3) Current Liabilities		
(a) Short-Term Borrowings	7	115,788,905
(b) Trade Payables	8	58,795,191
(c) Other Current Liabilities	9	32,203,802
(d) Short-Term Provisions	10	469,513
Total		326,694,581
II. ASSETS		
(1) Non-Current Assets		
<i>(a) Fixed Assets</i>		
Tangible Assets	11	7,450,407
(b) Goodwill on Consolidation		824,240
(c) Non-current investments	12	3,032
(d) Deferred tax assets (net)	13	1,008,066
(e) Long term loans and advances	14	12,835,816
(f) Other non-current assets		-
(2) Current Assets		
(a) Current investments		-
(b) Inventories	15	88,065,251
(c) Trade receivables	16	141,391,995
(d) Cash and cash equivalents	17	11,409,141
(e) Short-term loans and advances	18	61,352,444
(f) Other current assets	19	2,354,189
Total		326,694,581
Significant Accounting Policies and Notes to Accounts	1 to 33	
<i>As per our Report of even date.</i>		
FOR J P S & CO	For Chandra Prabhu International Limited	
Chartered Accountants		
FRN: 004086N		
CA J C Verma	Akash Jain	Prakash Goyal
Partner	Managing Director	Director
M No : 083210	DIN -00049303	DIN -02598736
Place: New Delhi	Bhawna Singh	Amar Singh
Dated: 29.05.2015	Company Secretary	Chief Financial Officer

PROFIT AND LOSS

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Statement of Profit and Loss for the year ended on 31st March 2015

Amount in ₹

S No	Particulars	Note	For the Year ended 31st March 2015
I	Revenue from operations	20	716,430,456
II	Other Income	21	1,511,402
III	Total Revenue (I + II)		717,941,858
IV	Expenses:		
	Purchase of Stock in Trade	22	723,451,093
	Changes in inventories of Stock-in-Trade	23	(33,429,590)
	Employee Benefit Expense	24	5,022,657
	Financial Costs	25	7,645,648
	Depreciation	11	3,818,146
	Other Expenses	26	11,638,227
	Total Expenses		718,146,181
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(204,323)
VI	Exceptional Items		-
VII	Profit before extraordinary items and tax (V - VI)		(204,323)
VIII	Extraordinary Items		-
IX	Profit before tax (VII - VIII)		(204,323)
X	Tax expense:		
	(1) Current tax		425,000
	(2) Previous year tax Adjustment		722,727
	(2) Deferred tax Assets		(596,425)
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(755,625)
XII	Profit/(Loss) from discontinuing operations		-
XIII	Tax expense of discounting operations		-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-
XV	Profit/(Loss) for the period (XI + XIV)		(755,625)
XVI	Earning per equity share:		
	Basic & Diluted	27	(0.20)

As per our Report of even date.

FOR J P S & CO

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No. : 83210

Place: New Delhi

Dated: 29.05.2015

For Chandra Prabhu International Limited

Akash Jain

Managing Director

DIN -00049303

Bhawna Singh

Company Secretary

Prakash Goyal

Director

DIN -02598736

Amar Singh

Chief Financial Officer

CASH FLOW STATEMENT

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.

**CASH FLOW STATEMENT**

Amount in ₹

Particulars	For the year Ended 31st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit before tax	(204,323)
Adjustments for :	
Depreciation	3,818,146
Interest Expense	4,855,248
Other Income	(1,286,275)
Profit on Sale of Shares	(50,000)
Diminution in value of Investments	466,462
Operating profit before Working Capital change	7,599,258
Adjustments for :	
(Increase)/Decrease in Trade Receivable	(46,114,026)
(Increase)/Decrease in Short Term Loan & Advances	83,177,258
Proceeds/(Repayments) of Loan & Advances	2,053,235
(Increase)/Decrease in Other Current Assets	28,642
Increase/(Decrease) in Trade Payable	(5,830,564)
Increase/(Decrease) in Short Term Provision	(9,594,125)
(Decrease)/ Increase in Long Term Provision	330,990
Increase/(Decrease) in Other Current Liabilities	(14,169,751)
(Increase)/Decrease in Inventories	(33,429,589)
Cash Generated from Operations	(15,948,672)
Direct Taxes paid	(1,147,727)
Net cash generated from operating activities [A]	(17,096,399)
B. CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of Fixed Assets	(10,800)
Purchase of Investments	(6,000,000)
Sale of Investment	1,775,000
Interest Received FDR/Deposits	1,286,275
Net cash (used in)/ generated from investing activities [B]	(2,949,525)
C. CASH FLOW FROM FINANCING ACTIVITIES	
Amt borrowed	(2,224,842)
Dividend Paid	(3,698,000)
Dividend Distribution Tax Paid	(628,475)
Repayments of Short Term Borrowings	14,797,496
Interest Paid	(4,855,248)
Net cash (used in)/ generated from financing activities [C]	3,390,931
Net increase/(decrease) in cash and cash equivalents [A+B+C]	(16,654,993)
Cash and cash equivalents at the beginning of the year	28,064,134
Cash and cash equivalents at the end of the year	11,409,141
<i>As per our Report of even date.</i>	
FOR J P S & CO	For Chandra Prabhu International Limited
Chartered Accountants	
FRN: 004086N	
CA J C Verma	Akash Jain
Partner	Managing Director
M No : 083210	DIN -00049303
	Prakash Goyal
	Director
	DIN -02598736
Place: New Delhi	Bhawana Singh
Dated: 29.05.2015	Company Secretary
	Amar Singh
	Chief Financial Officer

**SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS****Note No. 1****1 Basis of preparation of Financial Statements**

These financial statements are prepared under the historical cost convention on an accrual basis, in accordance with applicable accounting standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"), as applicable.

2 Principles of Consolidation

The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements"
- b) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- c) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

3 Other significant accounting policies

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

Note No. 2**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Figures have been rounded off to the nearest rupee.

Previous year figures have not been provided as this is the first year of consolidation



Note 3

Share Capital

		Amount in ₹
		As at 31.03.2015
1	Authorized Equity Shares ₹ 10 par value 5000000 Equity Shares	50,000,000
2	Issued, Subscribed and Paid-up Equity Shares ₹ 10 par value 3698000 Equity Shares Fully paid-up	36,980,000
Total		36,980,000

The company has only one class of shares referred to as Equity Shares having a Par Value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share

The reconciliation of the number of shares outstanding and the amount of shares capital as at March 31st, 2015 is set out below:

S No	Particulars	As at 31.03.2015
1	Shares outstanding at the beginning of the year	3,698,000
2	Add: Shares Issued during the year	-
3	Less: Shares bought back during the year	-
Shares outstanding at the end of the year		3,698,000
Amount		36,980,000

Details of shareholders holding more than 5% share in the company: -

Name of Shareholder		As on 31.03.2015
Akash Jain	No. of shares	345000
	% held	9
Vikas Jain	No. of shares	345310
	% held	9
Piyush Jain	No. of shares	345000
	% held	9
Hemlata Jain	No. of shares	646430
	% held	17
Sheetal Jain	No. of shares	190002
	% held	5

Note : 4

Reserve & Surplus

		Amount in ₹
		As at 31.03.2015
1	General Reserves	
	Opening Balance	3,989,291
	Add:- Transferred from Surplus	-
		3,989,291
2	Share Premium	
	Share Premium Received	-
3	Surplus (Profit & Loss Account)	
	Opening Balance	77,906,087
	Add/ (Less): Net Profit after tax	(755,625)
	Less: Adjustment of Pre acquisition Profit/(Losses)	(175,760)
	(Less): Adjustment relating to fixed assets	(25,971)
	Amount available for appropriation	76,948,731
	Appropriations:	
	Tax on Proposed Dividend	-
		76,948,731
	Amount transferred to General Reserves	-
	Surplus - Closing Balance	76,948,731
Total		80,938,022



Note: 5

Long Term Borrowings		Amount in ₹
S No	Particulars	As at 31.03.2015
1	Secured Loans - From Bank (Vehicle Loan)	1,188,158
	Total	1,188,158

Secured against vehicle financed

Note: 6

Long Term Provisions		Amount in ₹
S No	Opening Balance	As at 31.03.2015
1	Provision for employee benefits Gratuity Obligation*	330,990
	Total	330,990

*The above figure includes ₹287882/- shown under the head short term provisions in PY

Note: 7

Short Term Borrowings		Amount in ₹
S No	Particulars	As at 31.03.2015
1	Loan Repayable on Demand - From Bank (Secured - see footnote)*	15,950,083
2	Unsecured Loans - From Related Parties (<i>Interest Free</i>) - From Related Parties - From Other Parties	49,565,070 3,014,424 47,259,328
	Total	115,788,905

*Secured Loan from banks consist of cash credit facilities. These are secured against hypothecation of stock and Book Debts.

Note: 8

Trade Payable		Amount in ₹
S No	Particulars	As at 31.03.2015
1	Sundry Creditors for Material/Supplies: Foreign Creditors Indian Creditors	45,836,160 12,959,031
	Total	58,795,191

Note: 9

Other Current Liabilities		Amount in ₹
S No	Particulars	As at 31.03.2015
1	Current maturities of long term loans/Finance Lease Obligations Secured Term Loans - From Bank (see footnote below)*	2,224,842
2	Advance From Customers	9,672,172
3	<i>Investors Education & Protection Fund will be credited by the following amounts, as and when due</i> Unclaimed Dividend	423,004
4	Other Payables TDS, TCS, Service Tax, VAT** Employee Benefits Govt. Dues Other Liabilities	15,117,415 41,890 734,313 3,619,426
5	Book Overdraft HDFC Bank State Bank of Bikaner & Jaipur	288,713 82,027
	Total	32,203,802

*Term Loan from HDFC Bank & ICICI Bank Secured against hypothecation of cars.

**Inclusive of Vat & CST payable of Rs. 1,39,96,781/- against which the company has deposited Rs. 1,91,44,349/- reflected in Note 18.
The amount are being shown separately pending assessments .



Repayment Schedule for Long Term Borrowings are as follows:

As at 31st March, 2015

S No.	Particulars	As at 31.03.2015	Repayment Schedule	
			0 - 1 years	1 - 3 years
			Included in Other Current Liabilities	Included in Long Term Borrowings
	<u>Secured Loans</u>			
	From Bank (Vehicle Loans)	3,413,000	2,224,842	1,188,158
	<u>Unsecured Loans</u>			
	From Related Parties <i>(Interest Free)</i>	49,565,070	49,565,070	
	From Related Parties	3,014,424	3,014,424	
	From Other Parties	47,259,328	47,259,328	-
	Total	103,251,822	102,063,664	1,188,158



Note : 11
Fixed Assets

Amount in ₹

Asset	Gross Block			Depreciation			Net Block		
	As at 01.04.2014	Additions/Adjustment during the year	Deductions/Adjustments during the year	As at 31.03.2015	As at 01.04.2014	Depreciation for the year	Adjustments During The year	As at 31.03.2015	As at 31.03.2014
<u>Tangible Assets</u>									
Land	473,080	-	-	473,080	-	-	-	473,080	-
Air Conditioners	486,631	-	-	486,631	444,300	3,246	(5,750)	453,296	33,335
Plant & Machinery	348,406	-	-	348,406	1,61,819	34,076	(2,719)	1,98,614	149,792
Furnitures & Fixtures	1,107,166	-	-	1,107,166	889,190	53,898	12,014	931,074	176,092
Vehicles	15,469,741	-	-	15,469,741	6,028,377	3,314,835	21,190	9,322,022	6,147,719
Office Equipment	1,145,624	10,800	-	1,156,424	783,832	184,857	(29,918)	998,607	157,817
Computer	1,652,939	-	-	1,652,939	1,428,288	166,486	(12,289)	1,607,063	45,876
Generators	638,800	-	-	638,800	340,685	54,879	(3,984)	399,548	239,252
Xerox Machine	162,000	-	-	162,000	124,172	5,869	(4,515)	134,556	27,444
Total	21,484,387	10,800	-	21,495,187	10,200,663	3,818,146	(25,971)	14,044,780	7,450,407



Note: 10

Short Term Provisions

Amount in ₹

S No	Particulars	As at 31.03.2015
1	Provision for employee benefits	
	Gratuity Obligation	5,645
	Leave Encashment	38,868
2	Provision - Others	
	Provision for Income Tax	425,000
	Total	469,513

Note : 11

Depreciation

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015
1	Depreciation	3,818,146
	Total	3,818,146

Note : 12

Non Current Investment

Amount in ₹

S No.	Particulars	As at 31.03.2015
	Trade Investments (valued at cost unless stated otherwise)	
	Investment in Quoted Shares	3,032
	Total	3,032

Note : 13

Deferred Tax Assets

Amount in ₹

Particulars	As at 31.03.2015
Computation of Deferred Tax (Asset) / Liability	
Depreciation on 31st March 2015 - as per Companies Act 1956	3,818,146
Depreciation as on 31st March 2015 - as per Income Tax Act 1961	1,908,496
Timing Difference { Assets / (Liabilities) }	1,909,650
Deffered Tax Assets	59,397
Deffered Tax Liabilities	(38,868)
Net Timing Difference	1,930,179
Tax on above at 30.90%	596,425
Less: Deferred Tax Assets as on 01st April 2014 (Opening)	411,641
Deffered Tax Assets	1,008,066

Note : 14

Long Term Loans and Advances

Amount in ₹

S No.	Particulars	As at 31.03.2015
1	Security Deposit	
	Unsecured, Considered Good	151,000
2	Balances with Govt. Authorities	
	Unsecured, Considered Good	
	Anti Dumping Duty Receivable	1,250,018
	4% Additional Duty Receivable	10,956,439
	Income Tax Recoverable A.Y. - 1999-2000	38,082
3	Other Loans & Advances	
	LIC Gratuity Fund	440,277
	Total	12,835,816



Note : 15

Inventories

Amount in ₹

S No.	Particulars	As at 31.03.2015
1	Synthetic Rubber	87,672,382
2	Shares	392,869
	Total	88,065,251

Note : 16

Trade Receivable

Amount in ₹

S No.	Particulars	As at 31.03.2015
1	Trade receivables outstanding for a period exceeding six months Unsecured, considered good	18,010,576
2	Other Trade receivables Unsecured, considered good	123,381,419
	Total	141,391,995

Note : 17

Cash & Cash Equivalent

Amount in ₹

S No.	Particulars	As at 31.03.2015
1	Cash-in-Hand Cash Balance <i>(As certified by Management)</i>	3,807,878
	Sub Total (A)	3,807,878
2	Cheques/DD in Hands	83,124
	Sub Total (B)	83,124
3	Balances with Bank On Current Accounts Unclaimed Dividend Account In Fixed Deposit <i>Deposits having original maturity exceeding 3 months but due for realizations within 12 months of the reporting date.</i>	1,095,135 423,004 6,000,000
	Sub Total (C)	7,518,139
	Total [A + B + C]	11,409,141

Note 18

Short Term Loans and Advances

Amount in ₹

S No.	Particulars	As at 31.03.2015
1	Security Deposits Unsecured, Considered Good	400,500
2	Loans and advances to Employees Unsecured, Considered Good	259,164
3	Prepaid Expenses Unsecured, Considered Good	370,985
4	Balances with Govt. Authorities TDS Receivable F.Y. 2014-15 Advance Sale Tax TCS Receivable F.Y. 2014-15	99,278 19,144,349 2,376,661
5	Other Assets Advance to Suppliers DEPB Licence (advance against purchase)	37,565,671 1,135,836
	Total	61,352,444



Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2015

Amount in ₹

Nature of Transactions	Subsidiaries		Key Mgt Personnel		Entities of Relative of KMP	
	2015	2014	2015	2014	2015	2014
RENT PAID						
Mr. Akash Jain - Office Rent	-	-	33,000	-	-	-
- Godown Rent	-	-	155,000	-	-	-
- Godown Rent Security	-	-	62,500	-	-	-
<u>Director Remuneration</u>						
Mr. Akash Jain	-	-	1,200,000	1,200,000	-	-
FINANCE						
<u>Loans Repaid</u>						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	1,700,000	13,000,000
Mr. Akash Jain	-	-	63,789,930	75,100,000	-	-
Mrs. Sheetal Jain	-	-	1,773,865	-	-	-
Ekam Leasing And Finance Co Ltd.	-	-	-	-	13,224,838	-
<u>Loans Received</u>						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	1,700,000	13,000,000
Mr. Akash Jain	-	-	78,355,000	75,100,000	-	-
Mrs. Sheetal Jain	-	-	54,988	-	-	-
Ekam Leasing And Finance Co Ltd.	-	-	-	-	4,881,243	-
Trading Transactions	79,007,805	-	-	-	-	-
OUTSTANDING BALANCES						
Expenses Payable	-	-	294,470	394,470	-	-
<u>Loans Payable</u>						
Mr. Akash Jain	-	-	49,565,070	-	-	-
Ekam Leasing And Finance Co Ltd.	-	-	-	-	3,014,424	-

Previous year figures have not been provided as this is the first year of consolidation



(C) Disclosure required by clause 32 of the Listing Agreement

Amount of Loans/Advances in the nature of loans outstanding from subsidiaries during 2014-15 - NIL

Note : 19

Other Current assets

Amount in ₹

S No.	Particulars	As at 31.03.2015
1	<u>Accruals</u> Interest accrued on FDRs'	809
2	<u>Other Advances Receivable</u> Other Receivable Income Tax Recoverable for F.Y. 2012-13	24,327 2,329,053
	Total	2,354,189

Note : 20

Revenue from Operations

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015
1	Synthetic Rubber	403,991,481
2	Coal	312,438,975
	Total	716,430,456

Note : 21

Other Income

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015
1	Interest Income*	1,001,198
2	Prior Period Income	66,044
3	Misc Income	128
4	Discount recd on DEPB	340,014
5	Unclaimed Credits	1,636
6	Profit on Sale of Shares	50,000
7	Actuarial Gain on Obligation	52,382
	Total	1,511,402

*Income denotes Interest on FDR

Note : 22

Purchase of Stock in Trade

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015
	<u>Purchase of Traded Goods</u>	
	Synthetic Rubber	
	Domestic	234,847,479
	Imported	190,895,261
	Coal	297,708,353
	Total	723,451,093

Imported purchases are inclusive of Custom Duty & other incidental expenses

Note : 23

Changes in Inventories of Stock in Trade

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015
1	<u>Inventories at the end of the year</u>	
	Synthetic Rubber	87,672,383
	Shares	392,869
		88,065,252
2	<u>Inventories at the beginning of the year</u>	
	Synthetic Rubber	52,928,433
	Shares	1,304,889
	Coal	402,340
		54,635,662
	Net Increase	(33,429,590)



Note : 24

Employee Benefits

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015
1	Salaries	2,913,130
2	MD Remuneration	1,200,000
3	PF Statutory Expenses	15,696
4	Leave Encashment	38,868
5	Employer Cont. of ESI	23,998
6	Employer Cont. of PF	116,990
7	Staff Welfare Expenses	594,117
8	Provision towards Gratuity Fund	59,397
9	Group Insurance of Employee	60,461
	Total	5,022,657

Note : 25

Financial Cost

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015
1	Interest Paid on Borrowing	3,027,471
2	Int/hire Purchase charges - Car	464,980
3	Interest on CC Limit	811,243
4	Letter of Credit Expenses	798,083
5	Commission/Interest on Bill Discount	63,044
6	Other Borrowing Costs	2,480,827
	Total	7,645,648

Note : 26

Other Expenses

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2015
1	Audit Fee (refer Note below)	270,446
2	Internal Audit Fee	36,854
3	Intt on Income Tax/TDS/Service Tax/Vat/CST/TCS**	102,353
4	Telephone / Internet Expenses	347,943
5	Advertisement Expenses	144,826
6	Business Promotion Expenses	355,026
7	Credit Rating Expenses	56,180
8	Computer Expenses	35,881
9	Conveyance/Travelling Expenses	46,598
10	Commission Paid	1,395,727
11	Bank Charges	369,589
12	Foreign Exchange Fluctuation	751,706
13	Depositories Charges	33,022
14	Electricity/Water Expenses	1,380,438
15	General Expenses	1,153,939
16	Genset Expenses	56,995
17	Godown Rent	1,524,000
18	Sale Tax / TCS Demand	300,041
19	Insurance Expenses	695,038
20	Membership/Subsription Fee	26,251
21	Office Running & Maintenance Expenses	187,371
22	Postage & Courier Charges	46,253
23	Printing & Stationery Charges	122,232
24	Prior Period Expenses	198,015
25	Professional Fee	316,119
26	Repair & Maintenance Charges	44,819
27	Retainership Fee	371,000
28	Vehicle Running & Maintenance Expenses	614,439
29	Freight outward	188,664
30	Diminution in Value of Investment	466,462
	Total	11,638,227



Note		Amount in ₹
S No.	Particulars	For the year ended 31st March, 2015
1	Payment to auditor comprises as under: -	
	Audit Fee	172,917
	Tax Audit Fee	46,068
	Fees for other services	51,461
	Total	270,446
2	Prior Period Items:-	
	<i>Prior Period Expenses</i>	
	Railway Freight	76,912
	Siding Charges	53,176
	Others	67,927
		198,015

Note : 27

Earning per share		Amount in ₹
S No	Particulars	For the year ended 31st March, 2015
	Basic & Diluted Earning Per Share	
	Net profit attributable to equity shareholders (after taxes)	(755,625)
	Number of shares outstanding at the end of the reporting period	3,698,000
	Basic & Diluted Earning Per Share	(0.20)

Note : 28**Contingent Liabilities (not provided for) in respect of:**

		Amount in ₹
S No	Contingent Liabilities	31.03.2015
1	Foreign LCs (\$ 7,87,764 @ Rs. 62.59/-)	49,306,149
2	Demands not acknowledged as debts and not provided for, in respect of which the matters are in appeal and exclusive of the effect of similar matters in respect of assessments remaining to be completed	Nil

Note : 29**Expenditure and Earnings in Foreign Currencies**

		Amount in ₹
S No	Particulars	31.03.2015
1	Expenditure	Nil
2	Earnings	Nil

Note : 30**Value of Imports on CIF Basis**

S No	Particulars	31.03.2015
1	Trading Goods	1896 (lacs)

Note : 31**Employees Benefit Plans***Defined Contribution Plan*

A separate trust has been established covering gratuity liability of staff. The Trust has taken a policy on 01/07/2011 under Group Gratuity Insurance Scheme of LIC under the defined contribution plans. Every employee who has completed three years or more of services is eligible for a Gratuity on separation at 15 days' basic salary (last drawn salary) for each completed year of service. The company has also taken external Actuarial Valuation for determining the liability for future gratuity benefits but has considered LIC Valuations for company accounts. The assumptions of the Actuary for unfunded defined gratuity plan are worked out as under :

Fair value of plan assets

		3/31/2015
a)	Fair value of plan assets at the beginning of the period	403,653
b)	Acquisition adjustment	--
c)	Actual return on plan assets	36,333
d)	Employer Contributions	291
e)	Benefits paid	--
f)	Fair value of plan assets at the end of the period	440,277
g)	Funded status	103,642
h)	Excess of actual over estimated return on plan assets	4



Actuarial gain / loss recognized		3/31/2015
a)	Actuarial gain/(loss) for the period- obligation	16,049
b)	Actuarial (gain)/loss for the period - plan assets	(4)
c)	Total (gain)/loss for the period	(16,053)
d)	Actuarial (gain) / loss recognized in the period	(16,053)
e)	Unrecognized actuarial (gains) losses at the end of period	--

The amounts to be recognized in balance sheet and related analysis		3/31/2015
a)	Present value of obligation as at the end of the period	336,635
b)	Fair value of plan assets as at the end of the period	440,277
c)	Funded status / Difference	103,642
d)	Excess of actual over estimated	4
e)	Unrecognized actuarial (gains)/losses	--
f)	Net asset/(liability)recognized in balance sheet	103,642

Expense recognized in the statement of profit and loss		3/31/2015
a)	Current service cost	34,468
b)	Past service cost	--
c)	Interest cost	24,929
d)	Expected return on plan assets	(36,329)
e)	Curtailment cost / (Credit)	--
f)	Settlement cost / (credit)	--
g)	Net actuarial (gain)/ loss recognized in the period	(16,053)
h)	Expenses recognized in the statement of profit & losses	7,015

Reconciliation statement of expense in the statement of profit and loss.		3/31/2015
a)	Present value of obligation as at the end of period	336,635
b)	Present value of obligation as at the beginning of the period	293,287
c)	Benefits paid	--
d)	Actual return on plan assets	(36,333)
e)	Expenses recognized in the statement of profit & losses	7,015

Amount for the current period.		3/31/2015
a)	Present value of obligation as at the end of period	336,635
b)	Fair value of plan assets as at the end of the period	440,277
c)	Surplus / Deficit	103,642
d)	Experience adjustment on plan Liabilities (loss) / gain	50,811
e)	Experience adjustment on plan Assets (loss) / gain	1,013

Movement in the liability recognized in the balance sheet.		3/31/2015
a)	Opening net liability	293,287
b)	Expense as above	7,015
c)	Benefits paid	---
d)	Actual return on plan assets	36,333
e)	Acquisition adjustment	--
f)	Closing net liability	336,635

Major categories of plan assets (as percentage of total plan assets)		3/31/2015
a)	Government of India Securities	--
b)	State Government securities	--
c)	High Quality Corporate Bonds	--
d)	Equity Shares of listed companies	--
e)	Property	--
f)	Special Deposit Scheme	--
g)	Funds Managed by Insurer	100%
h)	Bank Balance (For Gratuity)	--
	Total	100%

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.****Note : 32****Segment Reporting**

The Company is predominantly engaged in commodities trading of Rubber & Chemicals and Coal, which has been identified as main business segment.

₹ in Laacs

S No.	Particulars	CONSOLIDATED					
		Commodities		Other unallocable		Total	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1	Revenue						
	Intersegment Sale	7,164.30	10,280.65	-	-	7,164.30	10,280.65
	Other Income	-	-	15.11	34.61	15.11	34.61
	Total Net Sale/Income from operations	7,164.30	10,280.65	15.11	34.61	7,179.41	10,315.26
2	Results						
	Segment Results	62.32	278.66	-	34.61	62.32	313.27
	Operating Profit/(Loss)					62.32	313.27
	Intrest Exp.					64.36	43.16
	Profit/(Loss) Before Tax					(2.04)	270.11
	Exceptional Items					-	2.40
	Current Tax					4.25	87.00
	Tax related to earlier years					7.22	(0.04)
	Defferred Tax Assets					5.96	1.80
	Profit/(Loss) After Tax					(7.55)	187.35
3	Other Information						
	Segment Assets	3266.94	2701.09	-	-	3,266.94	2,701.09
	Segment Liabilities	2087.76	1565.42	-	-	2,087.76	1,565.42
4	Other						
	Capital Expenditure	1169.10	1131.15	-	-	1169.10	1131.15
	Depreciation	38.18	17.59	-	-	38.18	17.59
	Non cash expenses other than Depreciation						

Note : 33**Due to Micro Small & Medium Enterprises**

The companies has no dues to Micro, Small & Medium Enterprises during the year ended March 31, 2015

In terms of our report of even date

For J P S & CO

Chartered Accountants

FRN 004086N

CA J C Verma

Partner

M. No. 083210

Place : New Delhi

Date : 29.05.2015

For Chandra Prabhu International Ltd.

Akash Jain
Managing Director

DIN -00049303

Bhawna Singh
Company Secretary

Prakash Goyal
Director

DIN -02598736

Amar Singh
Chief Financial Officer

CHANDRA PRABHU INTERNATIONAL LIMITED

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

CIN: L51909DL1984PLC019441

Email: info@cpil.com; Phone: 011-23516567

www.cpil.com

30TH ANNUAL GENERAL MEETING, TUESDAY SEPTEMBER 29, 2015

PROXY FORM

[Pursuant to section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
Email ID:	
Folio No./Client ID	
DP ID	

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

- 1 Name:
Address:
Email ID: Or failing him
- 2 Name:
Address:
Email ID: Or failing him
- 3 Name:
Address:
Email ID: Or failing him

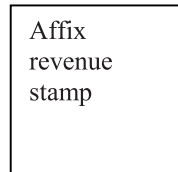
as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 30th Annual General Meeting of the Company to be held on Tuesday, September 29, 2015, at 10.00 A.M. at 14, Rani Jhansi Road, New Delhi-110055 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended 31st March, 2015, the Balance Sheet as at that date & the Reports of Directors & the, Auditors' thereon.		
2.	To appoint a director in place of Mr. Prakash Goyal (DIN:-02598736), 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 appoint M/s J P S & Co., Chartered Accountants as statutory auditors of the Company and fix their remuneration		
4. 5. 6.	Special Business Appointment of Mr. Jagdish Jhunhunwala as an Independent Director of the Company Appointment of Mrs. Sheetal Jain as a Director of the Company Appointment of Branch Auditors		

Signed this _____ day of _____, 2015

(Signature of the Shareholder)



Sign across revenue stamp

(Signature of the first proxy holder)

(Signature of the second proxy holder)

(Signature of the third proxy holder)

Note

- (i) The proxy need not be a member
- (ii) The Proxy form duly completed should be deposited at the Registered Office of the Company at Delhi not later than 48 hours before the time of the meeting.
- (iii) * Applicable for investor holding shares in electronic form.



From :
Chandra Prabhu International Limited
14, Rani Jhansi Road,
New Delhi - 110055

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