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CHANDRA PRABHU INTERNATIONAL LIMITED

31st ANNUAL REPORT 2015-2016

**KEY MANAGERIAL PERSONNEL:**

Mr. Akash Jain, Managing Director
Mr. Amar Singh, Chief Financial Officer
Ms. Mansi Mehta, Company Secretary & Compliance Officer

BOARD OF DIRECTORS

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

AUDITORS

M/s. J P S & CO, Chartered Accountants, New Delhi
(Firm Registration No.004086N)

Regd. Office

14, Rani Jhansi Road, New Delhi – 110 055

Branches:

Bokaro, Chandasi, Guwahati 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

31ST ANNUAL GENERAL MEETING

DATE: SEPTEMBER 24, 2016

DAY: SATURDAY

TIME: 10:00 A.M.

PLACE: 14, Rani Jhansi Road, New Delhi –
110 055

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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 31st Annual General Meeting (AGM) of the members of CHANDRA PRABHU INTERNATIONAL LIMITED will be held on Saturday, the 24th day of September, 2016 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, 2016, the Balance Sheet as at that date & the Reports of Directors & the, Auditors' thereon.
2. To appoint a director in place of Mr. Nishant Goyal (DIN:-0654178), 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 all other applicable provisions, if any, of the Companies Act, 2013, and the Companies(Audit & Auditors) Rules 2014, 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-Second AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the Financial year 2016-17, 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 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”.

5. **Re-appointment of Mr. Akash Jain as managing director**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the



provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of **Mr. Akash Jain (DIN: 00049303)**, as Managing Director of the Company for a period of three years commencing from 01.02.2017 upto 31.01.2020 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and **Mr. Akash Jain**.

RESOLVED FURTHER THAT the remuneration payable to **Mr. Akash Jain**, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all

or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

**Akash Jain
Managing Director
DIN: 00049303**

August 29, 2016, 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. The relevant details on required undue Regulations 36 (3) of SEBI (LODR) of the person seeking reappointment under item 2 & 5 of the notice also annexed.
- (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 authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (v) Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
- (vi) Documents referred to in the accompanying Notice and the Explanatory Statement 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 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 Sunday, September 18, 2016 to, Saturday, September 24, 2016 (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 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- (xi) As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
- (xii) Pursuant to the requirements of Corporate Governance under Regulation 27 of Listing Obligation & Disclosure Requirement, 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 31st 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 31st 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 31st Annual General Meeting and the Annual Report for 2016 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, 2016.
 - (xvii) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to the register the same with Alankit Assignment Ltd., Registrar & Share Transfer Agent / NSDL (National Securities Depositories Ltd.) and CDSL (Central Depositories and Services Ltd.).
 - (xviii) As per the provisions of Section 152 of the Companies Act, 2013, Mr. Nishant Goyal (DIN:-0654178), 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 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.
- Brief resume pursuant to the Listing Obligation & Disclosure Requirement, SEBI(LODR) 2015, 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 Regulation 44.2 of Listing Obligation & Disclosure Requirement SEBI(LODR) 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.

- (xx) A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting

Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amendment from time to time the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 31st 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 31st 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 Wednesday September 21, 2016 (9:00 am) and ends on Friday September 23, 2016 (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 17th September, 2016, 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, September 17, 2016. 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. 17th September, 2016, 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 17th , 2016, 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 along with 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 29 2016; 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 & 5 of the accompanying Notice:

Item No 4

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 authorise the board of directors to appoint branch auditors.

The board commends 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 is concerned or interested in the resolution at the item no. 6 of accompanying notice.

Item No 5

RE-APPOINTMENT OF MR. AKASH JAIN AS A MANAGING DIRECTOR OF THE COMPANY

Mr. Akash Jain (DIN: 00049303), was appointed as Chairman and Managing Director by the members to hold office up to January 31, 2017 and hence continuation of his employment as Executive Chairman and Managing Director requires the approval of members by way of an Ordinary resolution.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board, Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 29, 2016 approving re-appointment of **Mr. Akash Jain** as Managing Director of the Company for a further period of three years with effect from February 01, 2017 to January 31, 2020. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The details of remuneration payable to **Mr. Akash Jain** and the material terms and conditions of the re-appointment are as follows:

- a. Salary: Rs 2, 00,000 per month (Rupees Two Lacs Only).
- b. Perquisites as detailed below :



- Reimbursement of Conveyance, travelling, telephonic expenses on actual basis for official purpose.
- Earned Leave/ privilege leave: Encashment will be permissible in accordance with the rules of the company.

The Board of Directors of the Company be and is hereby authorized to alter, vary the terms and conditions of the re-appointment and total emoluments payable to the Managing Director as stated above. None of the Directors other than Mr. Akash Jain is interested in this Resolution since it relates to his re-appointment and except Mrs. Sheetal Jain being wife of Mr. Akash Jain holding shares of the Company is interested.

Date-August 29, 2016

Place-New Delhi

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

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



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

Particulars	Mr. Nishant Goyal	Mr. Akash Jain
Date of Birth	21/11/1987	05/08/1976
Date of Appointment	31/01/2003	01/02/2017
Qualifications	Masters in Business Administration	Commerce Graduate
Expertise in specific functional areas	Wide experience in business of marketing in the field of Footwear Industry	Entrepreneur having wide experience in Finance and trading of coal and rubber.
Directorship held in other Companies (excluding Foreign Company)	<ul style="list-style-type: none"> Trinity Polytech Private Limited 	<ul style="list-style-type: none"> Pilot Infrastructure Private Limited Zanskar Advisors Private Limited Alsan Buildcon Private Limited Pramuk Builders Private Limited Alsan Rubber & Chemicals Private Limited Rishabh Plastopack Private Limited
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investor Grievance Committee)	NIL	NIL
Number of shares held in the Company	NIL	3,45,000 (9.33%)



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 2015-16 and to submit the 31st Annual Report & Audited Balance Sheet as on 31st March, 2016 and Profit & Loss Account for the period ended on 31st March, 2016.

FINANCIAL RESULTS

(Rs. In Lacs)

	Standalone		Consolidated	
	2015-2016	2014-2015	2015-2016	2014-2015
Turnover/ Income from operations	3558.56	4860.60	4959.96	7164.30
Other Income	147.46	12.78	158.55	15.11
Profit/(Loss) before tax, finance cost & depreciation	107.23	58.60	130.82	112.59
Finance Cost	37.04	41.36	82.77	76.45
Depreciation	19.51	26.67	25.59	38.18
Exceptional items (income)				-
Profit/(Loss) before tax	50.68	(9.43)	22.46	(2.04)
Provision for Taxation	11.50	-	11.50	4.25
Tax Adjustments for earlier years	7.48	7.31	8.26	7.23
Deferred Tax	(1.54)	(3.91)	(2.16)	(5.96)
Profit/(Loss) After Tax	33.24	(12.83)	4.87	(7.56)
Surplus brought forward from Previous Year	712.89	725.98	769.49	779.06
Profit available for appropriation	746.12	712.89	774.36	769.49
Appropriations:				
Proposed Dividend		-		-
Tax on Proposed Dividend		-		-
Transfer to General reserve		-		-
Surplus carried to Balance Sheet	746.12	712.89	774.36	769.49

DIVIDEND

Keeping in view the current financial position and future working capital requirements of the Company, the Board has not recommended any dividend for the financial year ending on 31st March 2016.

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 was depressing and the turnover during the year was at **3558.56 lacs**, as against **4860.60 lacs** in the previous year indicating a decline of about **27%** over the last year. The year under review resulted in Net profit of **33.24 lacs** which is mainly due to sale of investment by the company as compared to loss of **12.83 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.

On consolidated basis, revenue from operations for FY 2015-16 is **4959.96 lacs** as against **7164.30 lacs** in previous year indicating a decline of about **31%** over the last year.

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, 2016 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] as on March 31, 2016**. ARCPL is mainly engaged in the business of trading of rubbers. During the year under review, ARCPL registered revenue from operations of **Rs. 1401.40 lacs** as compared to a revenue of **Rs. 2303.70 Lacs** in financial year 2014-15. There was a loss of **(Rs.28.36lacs)** for the year under review as against profit after tax of **Rs. 5.27 lacs** for the previous year. ARCPL continues to supply its entire supply/ to the Company. There has been no material change in the nature of the business of the subsidiaries.

There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act").

Pursuant to provisions of section 129(3) of the Act, a report on the performance and financial position of the Company's aforesaid subsidiary is annexed in the prescribed Form **AOC-1** 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 2015-16.

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 Regulation 17 of the SEBI (LODR), Reg 2015, Mr. Prakash Goyal, Mr. Nishant Goyal was appointed as independent director in the Annual General Meeting held on 30th September 2014 and Mr. Jagdish Jhunjunwala was appointed as the Independent Director of the company in the Annual General Meeting held on 29th September 2015. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act & SEBI (LODR) Regulations 2015 and there has been no change in the circumstances which may affect their status as independent director during the year.



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

Mr. Nitesh Kumar Singh resigned from the post of Company secretary and Compliance Officer with effect from April 18, 2016.

Further, the term of Mr. Akash Jain (DIN 00049303), Chairman & Managing Director of the Company who was appointed for a term of five years with effect from February 1 2012 expires on January 31 2017. It is therefore proposed to reappoint Mr. Akash Jain (DIN 00049303) for a period of Three years with effect from February 01, 2017 and remuneration terms as approved by the Board.

Further, in due compliance with the requirement of Section 203 of Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Ms. Mansi Mehta was appointed Company Secretary & Compliance Officer of the Company as part of KMP in place of Mr. Nitesh Kumar Singh w.e.f April 18, 2016 in the board meeting held on April 18, 2016. There has been no other change in the key managerial personnel during the year.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

The Board of Directors of your Company, met 13 (Thirteen) times during the Financial year ended March 31, 2016, i.e. on 29th May, 2015, 30th June 2015, 12th August, 2015, 31st August, 2015, 5th September, 2015, 1st October 2015, 26th October 2015, 5th November, 2015, 1st December, 2015, 1st January 2016, 27th January 2016, 10th February, 2016 and 30th March 2016 respectively. 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 Regulation 17(2) of the Listing obligations & Requirements of SEBI.

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 (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

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.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

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.

RISK MANAGEMENT POLICY

Effective risk management is essential to success and is an integral part of our culture. While we need to accept a level of risk in achieving our goals, sound risk management helps us to make the most of each business opportunity, and enables us to be resilient and respond decisively to the changing environment.

Our approach to risk management assists us in identifying risks early and addressing them in ways that manage uncertainties, minimize potential hazards, and maximize opportunities for the good of all our stakeholders including shareholders, customers, suppliers, regulators and employees. Risks can be broadly classified as Strategic, Operational, Financial, and Legal/Regulatory.

In accordance with the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 Company has adopted risk management policy, approved by Board of Directors and established a risk management framework to identify, mitigate and control the risk and threatens of risk.



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 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

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, M/s. J.P.S. & Company, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the 29th annual general meeting (AGM) of the Company held on September 30, 2014 till the conclusion of the thirty second AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

SECRETARIAL AUDITORS & THEIR REPORT:

In terms of Section 204 of the Companies Act, 2013 and Rules framed there under and on the recommendation of the Audit Committee, the Board of Directors of the Company have voluntarily appointed M/s.KKS & Associates, Company Secretaries as the Secretarial Auditor of the Company for the financial year 2015-2016. The Company has received consent from M/s.KKS & Associates, Company Secretaries, for their appointment, is 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's plan of entering into business execution of all kinds of infrastructure projects is in progress and management of the company is evaluating various suitable prospects. 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 Listing Obligation & Disclosure Requirement 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 2006 issued by the Institute of Chartered Accountants of India.

**VIGIL MECHANISM /WHISTLE BLOWER POLICY**

Pursuant to Section 177 of the Companies Act 2013 and Regulation 22 of the Listing Obligation & Disclosure Requirements 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

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 and Corporate Governance 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, 2016 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, 2016, no other director holds any share in the Company except Mr. Akash Jain, Managing Director who holds **3,45,000 (9.33%) Equity shares** of the Company and Mrs. Sheetal Jain, Director who holds **1,90,002 (5.14 %) 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 Regulation 79(2) of Listing Obligation & disclosure Requirements. 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	NIL	
b.	Technology Absorption	NIL	(Rs.)
c.	Foreign Exchange Earnings	Current Year	NIL
		Previous Year	NIL
d.	Foreign Exchange Earning & Outgo		

Foreign Exchange Earning NIL

1.	Foreign Exchange Outgo		
	i) Foreign Traveling Expenses	Current Year	Rs. NIL
		Previous Year	Rs. NIL
	ii) CIF Value of Imports	Current Year	Rs. 2111 Lacs
		Previous Year	Rs. 1853 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 & Redressal) Act, 2013. There were no complaint regarding sexual harassment by any women employees (permanent, contractual, temporary, trainees) who are covered under this policy till the date of this report.

COMPLIANCE WITH THE SEBI (LISTING OBLIGATION& DISCLOSURE REQUIREMENTS) REGULATIONS 2015

The company's equity shares continue to be listed on the Bombay Stock Exchange (BSE), Mumbai which has nationwide trading terminals. The company has paid the Annual Listing Fees to BSE for the Financial Year 2016-2017.

**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.

Chandra Prabhu International Limited
For and on behalf of the board of directors

New Delhi
August 29, 2016

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.01-04-2015 to 31-03-2016.
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	29,98,661
6.	Total assets	11,10,79,505
7.	Total Liabilities	10,30,80,844
8.	Investments	-
9.	Turnover	14,01,39,953
10.	Profit before taxation	(28,21,874)
11.	Provision for taxation	-
12.	Profit after taxation	(28,36,981)
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.

**Chandra Prabhu International Limited
For and on behalf of the board of directors**

**New Delhi
August 29, 2016**

**Akash Jain
Managing Director
DIN: 00049303**

**Prakash Goyal
Director
DIN : 02598736**

Corporate Identification Number (CIN): L51909DL1984PLC019441

Registered Office:

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Phone: 91-11-2351656, Fax : 91-11-23553698
Email: investor@cpil.com; Website: www.cpil.com


ANNEXURE-II
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's 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.	Alsan Rubber & Chemicals Pvt Ltd	subsidiary	Supply of synthetic rubber (imported) on high seas basis	394.53	One Year	Only 2 % profit margin on transaction which is within arm length	NIL
2.	Alsan Rubber & Chemicals Pvt Ltd	subsidiary	Interest free temporary loan paid	452.00	One Year	Temporary interest free Loan	NIL
3.	Alsan Rubber & Chemicals Pvt Ltd	subsidiary	Interest free temporary loan received back	452.00	One Year	Temporary interest free Loan	NIL
4	Alsan Rubber & Chemicals Pvt Ltd	subsidiary	Payment against Trading Transaction	158.79	One Year	Against Trading Transaction	NIL
5.	Mr. Akash Jain	Managing Director	Interest free temporary Loan received	150.00	One Year	Temporary Loan	NIL
6.	Mr. Akash Jain	Managing Director	Interest free temporary Loan repaid	514.65	One Year	Temporary Loan	NIL
7.	Mr. Akash Jain	Managing Director	Directors remuneration	12.00	Upto 31 st March, 2017	Remuneration as per resolution	NIL

**For and on behalf of the board of directors
CHANDRA PRABHU INTERNATIONAL LIMITED**

**New Delhi
August 29, 2016**

**Akash Jain
Managing Director
DIN: 00049303**

**Prakash Goyal
Director
DIN : 02598736**

Corporate Identification Number (CIN): L51909DL1984PLC019441

Registered Office:

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ANNEXURE-III
Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2016

[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:-

SR.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Rubber		70.5
2	Coal		29.5

III. Particulars of holding, subsidiary and associate companies

SR.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	U52100DL1995PT C068763	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 i.e 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									



a) Individual/HUF	2238092	0	2238092	60.52	2293092	0	2293092	62.009	2.45
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) (1):-	2238092	0	2238092	60.52	2293092	0	2293092	62.009	2.45
(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) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2238092	0	2238092	60.52	2293092	0	2293092	62.009	2.45
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) FIIs	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.	87125	500	87625	2.37	67243	500	67743	1.832	(22.68)
i) Indian	0	0	0	0					
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	874014	90615	964629	26.09	839646	89615	929261	25.129	(3.67)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	392654	0	392654	10.61	396740	0	396740	10.729	1.040
c) Others (specify)									
(i) Non Resident Indians	15000	0	15000	0.41	11164	0	11164	0.302	(34.36)
Sub- Total (B)(2)	1368793	91115	1459908	39.48	1314793	90115	1404908	37.991	(3.77)
Total Public Shareholding (B)=(B)(1)+(B)(2)	1368793	91115	1459908	39.48	1314793	90115	1404908	37.991	(3.77)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0



Grand Total (A+B+C)	3606885	91115	3698000	100	3607885	90115	3698000	100	0
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ii) Shareholding of Promoters

SR. No.	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of 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	% change in share holding during the year
1.	Abhash Jain	85000	2.3	0	100000	2.704	0	17.6
2.	Akash Jain	345000	9.33	0	345000	9.329	0	0
3.	Gajraj Jain	181350	4.9	0	181350	4.904	0	0
4.	Hemlata Jain	646430	17.48	0	646430	17.481	0	0
5.	Piyush Jain	345000	9.33	0	345000	9.329	0	0
6.	Aditi Jain	100000	2.7	0	140000	3.786	0	40
7.	Sheetal Jain	190002	5.14	0	190002	5.138	0	1.49
8.	Vikas Jain	345310	9.34	0	345310	9.338	0	0
TOTAL		2238092	60.52	0	2293092	62.009	0	1.489

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

SR.No.	Name of Promoter	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Reason	Increase/ Decrease in Shares	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	Abhash Jain	85000	2.3	01.04.2015	Purchase	15000		
				31.03.2016			100000	2.704
2.	Akash Jain	345000	9.33	01.04.2015	Nil movement during the year			
				31.03.2016			345000	9.33
3.	Gajraj Jain	181350	4.9	01.04.2015	Nil movement			

DIRECTOR REPORT

CHANDRA PRABHU INTERNATIONAL LTD.



				31.03.2016			181350	4.9
4.	Hemlata Jain	646430	17.48	01.04.2015	Nil movement during the year			
				31.03.2016			646430	17.48
5.	Piyush Jain	345000	9.33	01.04.2015	Nil movement during the year			
				31.03.2016			345000	9.33
6.	Aditi Jain	100000	2.7	01.04.2015	Purchase	40000	140000	
				31.03.2016			140000	3.786
7.	Sheetal Jain	190002	5.14	01.04.2015	Nil movement during the year			
				31.03.2016			190002	5.14
11.	Vikas Jain	345310	9.34	01.04.2015	Nil movement during the year			
				31.03.2016			345310	9.34
TOTAL		2238092		60.52			2293092	62.009

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

SR.No.	Top Ten Shareholders*	Shareholding at the beginning of the year 01.04.2015		Cumulative Shareholding at the end of year 31.03.2016	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1.	DHEERAJ KUMAR LOHIA	56349	1.52	71610	1.936
2.	MANISH KUCHERIA	61025	1.65	61025	1.65
3.	VILAS PUJARA	38590	1.044	39750	1.075
4.	PRANAV GUPTA	-	-	38318	1.036
5.	SEEMA KUCHERIA	38000	1.028	38000	1.028
6.	S. C. KHANEJA	-	-	30215	0.817
7.	REENA KHETAN	30000	0.811	30000	0.811
8.	KAVERI KUCHERIA	20000	0.541	20000	0.541
9.	RAGHU RAMAN N	15000	0.406	15000	0.406
10.	MONIKA JAIN	15000	0.406	15000	0.406

*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:

v) Shareholding of Directors & Key Managerial Personnel:

SR.No.	Name of Director/ Key/Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Purchase /Sale during the year		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		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	01.04.2015	Nil movement during the year	0		
				31.03.2016			345000	9.33
02.	Sheetal Jain	190002	5.14	01.04.2015	Nil movement during the year	0		
				31.03.2016			190002	5.14
TOTAL		535002	14.47				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) Principal Amount	126,98,680*	NIL	NIL	126,98,680
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	126,98,680	NIL	NIL	126,98,680
Change in Indebtedness (Principal) during the financial year				
• Addition	9,00,000	NIL	NIL	{(18,13,146)}
• Reduction	27,13,146	NIL	NIL	
Net Change	(18,13,146)	NIL	NIL	(18,13,146)
Indebtedness at the end of the financial year				
i) Principal Amount	108,85,534	NIL	NIL	108,85,534
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	108,85,534	NIL	NIL	108,85,534

- It consists cash credit loan and vehicle loan

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

SR.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	12,00,000/-	12,00,000/-
	(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)	12,00,000/-	12,00,000/-
	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

**For and on behalf of the board of directors
CHANDRA PRABHU INTERNATIONAL LIMITED**

New Delhi
August 29, 2016

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



ANNEXURE-IV
FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

(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, 2016** 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, 2016 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
 - d. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations 2015 .
- 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. Secretarial Standards issued by The Institute of Company Secretaries of India, with respect to board and general meetings.
 - b. The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations 2015 .

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.

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, were 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

New Delhi
August 29, 2016

Krishna Kumar Singh
Prop.
FCS No: 8493
CP No: 9760

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

New Delhi
August 29, 2016

Krishna Kumar Singh
Prop.
FCS No: 8493
CP No: 9760

**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 2015-16, The Indian Economy grew by 7.9 percent in the current fiscal as against 7.2 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 8.0 percent is in the realm of possibility in 2016-17.

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 third 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 2015-16 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 2016-17.

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, cots 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
CHANDRA PRABHU INTERNATIONAL LIMITED

New Delhi
August 29, 2016

Akash Jain
Managing Director
DIN: 00049303

Prakash Goyal
Director
DIN : 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441

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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.

Pursuant with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges regarding it.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

2. COMPOSITION OF BOARD OF DIRECTORS:

(A) The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act. Presently the Board of Directors 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) and Mr. Jagdish Jhunjhunwala (DIN : 00304672) was regularized as Director of the Company at last Annual General Meeting held on September 29, 2015 as required under Section 161 and Regulation 17(1) of the SEBI Listing Regulations, 2015.

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2016 have been made by the Directors. None of the Directors are related to each other.

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, 2016 in respect of each Director is given herein below:

<u>Name of Director</u>	<u>Category</u>	<u>Attendance particulars</u>			<u>Other Directorships #</u>
		<u>at Board Meetings held during 2015-2016</u>		<u>At AGM held on 29/09/2015</u>	
		<u>Held</u>	<u>Attended</u>		
Managing Director Mr. Akash Jain	Promoter & Executive	12	12	Yes	6
Directors Mr. Prakash Goyal	Independent Non-Executive	12	12	Yes	2
Mr. Jagdish Jhunjhunwala	Independent Non-Executive	12	8	Yes	2
Mr. Nishant Goyal	Independent Non-Executive	12	4	-	1
Mrs. Sheetal Jain	Woman Director Promoter & Non-executive	12	4	Yes	1

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, 2016, the Board met 13 (Thirteen) times on 29th May, 2015, 30th June, 2015, 12th August, 2015, 31st August 2015, 5th September 2015, 1st October 2015, 26th October 2015, 5th November, 2015, 1st December 2015, 1st January 2016, 27th January 2016, 10th February, 2016 and 30th March 2016.

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 2015-16, attendance of Directors at committee meetings is shown below:

<i>Name of the Director</i>	<i>Designation</i>	<i>Attendance at Committee Meeting</i>	
		<i>Held</i>	<i>Attended</i>
Mr. Prakash Goyal	Chairman	4	4
Mr. Jagdish Jhunjhunwala	Member	4	4
Mr. Akash Jain	Member	4	4

The Chairman of the Audit Committee was present at the 30th Annual General Meeting of the Company held on September 29th, 2015 to answer member queries.

(B) Meeting / Attendance

During the financial year ended 31st March 2016 the Audit Committee of the company met four times. The dates of the meetings were 29th May, 2015, 12th August, 2015, 5th November, 2015 and 10th February, 2016.

(C) Terms of Reference:

In accordance with Section 177(1) of the Companies Act, 2013 and as per the requirements of Listing Obligation & Disclosure requirements the Board of director 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 Regulation 18 of Listing Obligation & Disclosure Requirements and Section 177(1) of the Companies Act, 2013. Further the Audit Committee has been granted powers as prescribed under Regulation 18(2) of Listing Obligation & Disclosure Requirements.

4. NOMINATION AND REMUNERATION COMMITTEE

(A) The Remuneration Committee consists of three non-executive Independent Directors during the financial year 2015-16. and at present the composition of the Nomination and remuneration committee is as under :



<i>Name of the Director</i>	<i>Designation</i>	<i>Attendance at Committee Meeting</i>	
		<i>Held</i>	<i>Attended</i>
Mr. Prakash Goyal	Chairman	4	4
Mr. Jagdish Jhunjhunwala	Member	4	4
Mr. Nishant Goyal	Member	4	4

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.

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013.

The broad terms of reference of the nomination and remuneration committee are as under:

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 Goyal & 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 29th May 2015, 12th August 2015, and 5th November 2015, 10th February 2016, 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.

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, 2016 were NIL.



Ms. Mansi Mehta, 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
30th Annual General Meeting	29th September, 2015 & 10.00AM	3rd Floor, 14 Rani Jhansi Road, New Delhi-110055
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

(B) Extra-Ordinary General Meeting:- N.A

(C) Postal Ballot

Date of Resolution	Resolution passed
16 TH NOVEMBER, 2015	a) Alteration Of The Main Objects Of Memorandum Of Associations b) Renaming Of Clause III (B) Of Memorandum Of Association c) Deletion of the other object clause iii(c) of the memorandum of Association. d) Amendment Of The Liability Clause Of The Memorandum Of Association e) Adoption Of New Set Of Article Of Associations Of The Company.

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 as per regulation of 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 Regulation 17(1) Listing Obligation & Disclosure Requirements 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,30, 2016:-

- (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

As per Regulation 5 of SEBI (LODR) Reg 2015 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) & Awam-e-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 31 st Annual General Meeting of the Members of the Company is Scheduled to be held on Saturday the 24 th day of September, 2016 at 10.00 A.M. at 14, Rani Jhansi Road, New Delhi-110055
II	Financial Calendar	
	Financial Year	April 01, 2016 to March 31, 2017
	First Quarter Results	By 10 th August, 2016
	Second Quarter Results	By 10 th of November, 2016
	Third Quarter Results	By 10 th of February, 2017
	Fourth Quarter & Annual Year Ended March, 31, 2016	By 30 th of May, 2017
III	Book Closure	The register of Member will remain closed for transfer from 18 th Day of September, 2016 (Sunday) till 24 th Day of September, 2016(Saturday)
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 2015-16)	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, 2015	21.00	15.60
May, 2015	19.75	13.10
June, 2015	18.00	11.90
July, 2015	18.85	14.60
August, 2015	19.00	12.05
September, 2015	16.80	12.30
October, 2015	17.25	13.01
November, 2015	17.60	13.20
December, 2015	17.00	14.00
January 2016	16.40	13.50
February 2016	16.40	11.61
March 2016	17.80	10.26


(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, 2016

No. of Shares held	Shareholders		No. of Shares	
	Number	% to Total	Shares	% to Total
Upto 5000	1209	72.875	2347680	6.349
5001 – 10000	206	12.417	1790880	4.843
10001 – 20000	126	7.595	1933260	5.228
20001 – 30000	45	2.712	1147080	3.102
30001 – 40000	15	0.904	535300	1.448
40000 – 50000	13	0.784	629790	1.703
50001 – 100000	23	1.386	1697690	4.591
100000 and above	22	1.326	26898320	72.737
Total	1659	100	3698000	100

(B) Shareholding Pattern as on 31st March, 2016 :

Categories	No. of Shares	% of Shareholding
Indian Promoters	2293092	62.009
Persons Acting in Concert	0	0
Institutional Investors	0	0
Corporate Bodies	67743	1.832
Indian Public	1326001	35.857
Non Resident Indians.	11164	0.302
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, 2016, 36,07,885 Equity Shares of the Company have been dematerialized representing 97.56 % 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, 2016. 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 .

**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. She 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, 2016 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

DIN: 00049303

August 29, 2016, 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

**CEO/CFO CERTIFICATION TO THE BOARD**

{Under Clause 49(IX) of Listing Agreement & Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

**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, 2016, 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

**New Delhi
August 29, 2016**

**Amar Singh
Chief Financial Officer**

**Akash Jain
Managing Director**

**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, 2016 as stipulated in :-

- Clause 49 (excluding clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges) for the period April 1, 2015 to November 30, 2015.
- Clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges for the period April 1, 2015 to September 1, 2015.
- Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the period September 2, 2015 to March 31, 2016 and
- Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the period December 1, 2015 to March 31, 2016.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) entered by the Company with the stock exchange.

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.

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

New Delhi
August 29, 2016

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, 2016, 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 Standalone 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 Companies Act, 2013 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 standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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. 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, 2016;
- b) In the case of the Statement of Profit and Loss, of the Profit 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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of 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 to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and 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 relating to preparation of the standalone financial statements have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these standalone financial statements.
- 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) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a Director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) 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 does not have any pending litigations on its financial position.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - 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: 30th May, 2016



Annexure “A” to the Independent Auditors’ Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the internal financial controls over financial reporting of **Chandra Prabhu International Ltd.** (‘the Company’) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended and as on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operation effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that,

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over financial reporting issued by the Institute of Chartered Accountants of India.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210

Place : New Delhi
Dated: 30th May, 2016



Annexure “B” to the Independent Auditors’ Report

Report on Companies (Auditor’s Report) order, 2016 (‘the Order’) issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 (‘the Act’) of Chandra Prabhu International Ltd. (‘the Company’)

1 In respect of the Company’s fixed assets:

- (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) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land which are freehold, are held in the name of the Company.

- 2 The physical verification of inventory has been conducted at reasonable intervals by the management. No material discrepancies were noticed.
- 3 As informed and 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. Accordingly the provisions of clause 3(iii)(a)(b) and (c) are not applicable to the company
- 4 In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.



- 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 The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013, for any of the services rendered by the company.
- 7 According to the information and explanations given to us and on the basis of examination of the records of the Company, in respect of statutory dues:
 - a. the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, sales-tax, wealth tax, income tax, service tax, custom duty, excise duty, value added tax, cess and any other material statutory dues with the appropriate authorities to the extent applicable and further, there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March 2016.
 - b. There are no undisputed amounts payable in respect of income tax, sales tax, service tax, duty of excise, duty of custom and other material statutory dues were in arrears as on 31st March, 2016 for a period of more than six months from the date they became payable.
- 8 According to the information and explanations given to us and on the basis of examination of the records of the Company, the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, government or dues to debenture holders.
- 9 The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and has raised term loans during the year. In our opinion and according to the information and explanations given to us, the Term loan raised during the year was applied for the purpose for which it was raised.
- 10 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.



- 11 In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- 12 The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- 13 According to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- 14 The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- 15 In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable. Accordingly paragraph 3(xv) of the Order is not applicable.
- 16 The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210

Place : New Delhi
Dated: 30th May, 2016

BALANCE SHEET

CHANDRA PRABHU INTERNATIONAL LTD.



Balance Sheet as at 31st March, 2016

Amount in ₹

Particulars	Note	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	36,980,000	36,980,000
(b) Reserves and Surplus	4	78,601,733	75,278,139
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	404,982	337,505
(b) Deferred Tax Liabilities (Net)			
(c) Other Long Term Liabilities			
(d) Long Term Provisions	6	351,580	330,990
(3) Current Liabilities			
(a) Short-Term Borrowings	7	9,854,050	47,439,000
(b) Trade Payables	8	82,390,768	46,380,053
(c) Other Current Liabilities	9	12,846,757	27,676,523
(d) Short-Term Provisions	10	1,196,543	44,513
Total		222,626,413	234,466,723
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	11	5,359,140	5,305,752
(b) Non-current investments	12	10,859,738	6,000,000
(c) Deferred tax assets (net)	13	997,874	843,394
(d) Long term loans and advances	14	8,338,533	7,964,470
(e) Other non-current assets			
(2) Current Assets			
(a) Current investments			
(b) Inventories	15	26,763,134	52,203,597
(c) Trade receivables	16	132,677,842	89,020,913
(d) Cash and cash equivalents	17	20,346,814	10,637,006
(e) Short-term loans and advances	18	13,655,571	60,138,211
(f) Other current assets	19	3,627,767	2,353,380
Total		222,626,413	234,466,723

Significant Accounting Policies and Notes to Accounts

1 to 32

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: 30th May, 2016

Mansi Mehta

Company Secretary

Amar Singh

Chief Financial Officer

PROFIT AND LOSS

CHANDRA PRABHU INTERNATIONAL LTD.



Statement of Profit and Loss for the period ended on 31st March, 2016

Amount in ₹

S No	Particulars	Note	For the Year ended 31st March, 2016	For the Year ended 31st March 2015
I	Revenue from operations	20	355,855,814	486,060,120
II	Other Income	21	14,745,825	1,277,781
III	Total Revenue (I +II)		370,601,639	487,337,901
IV	Expenses:			
	Purchase of Stock in Trade	22	323,351,886	520,487,014
	Changes in inventories of Stock-in-Trade	23	25,440,463	(50,496,369)
	Employee Benefit Expense	24	3,246,626	3,461,240
	Financial Costs	25	3,703,780	4,136,355
	Depreciation	11	1,951,355	2,667,586
	Other Expenses	26	7,839,533	8,025,543
	Total Expenses		365,533,643	488,281,368
V	Profit before exceptional and extraordinary items and tax	(III - IV)	5,067,996	(943,467)
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		5,067,996	(943,467)
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		5,067,996	(943,467)
X	Tax expense:			
	(1) Current tax		1,150,000	-
	(2) Adjustment relating to previous years		748,882	731,332
	(2) Deferred tax Assets		154,480	391,893
XI	Profit(Loss) from the perid from continuing operations	(IX-X)	3,323,594	(1,282,906)
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)		3,323,594	(1,282,906)
XVI	Earning per equity share: Basic & Diluted	28	0.90	(0.35)

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: 30th May, 2016

For Chandra Prabhu International Limited

Akash Jain
Managing Director

DIN -00049303

Mansi Mehta
Company Secretary

Prakash Goyal
Director

DIN -02598736

Amar Singh
Chief Financial Officer

CASH FLOW STATEMENT

CHANDRA PRABHU INTERNATIONAL LTD.



		Amount in ₹	
Particulars		For the year Ended 31st March, 2016	For the year Ended 31st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		5,067,996	(943,467)
Adjustments for :			
Depreciation		1,951,355	2,667,586
Interest Expense		2,142,880	1,777,484
Other Income		(9,501,759)	(1,277,781)
Profit on Sale of Shares		(5,244,066)	-
Exchange difference on translation of foregin currency cash and cash equivalents		993,095	751,706
Diminution in value of Investments		-	466,462
Operating profit before Working Capital change		(4,590,499)	3,441,990
Adjustments for :			
(Increase)/Decrease in Inventories		25,440,463	(50,496,368)
(Increase)/Decrease in Trade Receivable		(43,656,929)	(13,047,923)
(Increase)/Decrease in Other Current Assets		(1,274,387)	640,452
Increase/ (Decrease) in Long Term Loans & Advances		(374,062)	1,903,105
(Increase)/Decrease in Short Term Loan & Advances		46,482,640	83,107,157
Increase/ (Decrease) in Trade Payable		36,010,715	(1,467,753)
Increase/ (Decrease) in Other Current Liabilities		(14,829,767)	(13,028,913)
Increase/ (Decrease) in Short Term Provision		1,152,030	(8,979,125)
(Decrease)/ Increase in Long Tern Provision		20,590	330,990
Cash Generated from Operations		44,380,794	2,403,612
Direct Taxes paid		(1,898,882)	(731,332)
NET CASH FLOWS FROM OPERATING ACTIVITIES	[A]	42,481,912	1,672,280
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(2,004,743)	(10,800)
Purchase of Invesments		(8,738,750)	(6,000,000)
Sale of Investments		9,123,078	-
Interest Received on FDR/Deposits		9,501,759	1,277,781
NET CASH FLOWS FROM INVESTING ACTIVITIES	[B]	7,881,344	(4,733,019)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds/(Repayment) from Long Term Borrowing		67,477	(1,387,245)
Dividend Paid		-	(3,698,000)
Dividend Distribution Tax Paid		-	(628,475)
Proceeds/(Repayment) from Short Term Borrowings		(37,584,950)	(5,475,513)
Interest Paid		(2,142,880)	(1,777,484)
NET CASH FLOWS FROM FINANCING ACTIVITIES	[C]	(39,660,353)	(12,966,717)
Exchange difference on translation of foregin currency cash and cash equivalents		(993,095)	(751,706)
Net increase/(decrease) in cash and cash equivalents	[A+B+C]	10,702,903	(16,027,456)
Cash and cash equivalents at the beginning of the year		10,637,006	27,416,168
Cash and cash equivalents at the end of the year		20,346,814	10,637,006
-			
<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		Mansi Mehta	Amar Singh
Dated: 30th May, 2016		Company Secretary	Chief Financial Officer



Policies Forming Part of Financial Statement for the year ended 31st March, 2016

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 are 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 Asset :

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, 2016

Figures have been rounded off to the nearest rupee.

Note 3

Share Capital

		Amount in ₹	
S No	Particulars	As at 31.03.2016	As at 31.03.2015
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, 2016 and March 31st, 2015 is set out below:

S No	Particulars	As at 31.03.2016	As at 31.03.2015
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
	Total	36,980,000	36,980,000

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

Name of Shareholder		As on 31.03.2016	As on 31.03.2015
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	190002
	% held	5	5

Note : 4**Reserve & Surplus**

Amount in ₹

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	General Reserves		
	Opening Balance	3,989,291	3,989,291
	Add:- Transferred from Surplus	-	-
		3,989,291	3,989,291
2	Surplus (Profit & Loss Account)		
	Opening Balance	71,288,848	72,597,725
	Add: Net Profit after tax	3,323,594	(1,282,906)
	Impairment of Assets	-	(25,971)
	Amount available for appropriation	74,612,442	71,288,848
	Appropriations:		
	Proposed Dividend	-	-
	Tax on Proposed Dividend	-	-
		74,612,442	71,288,848
	Amount transferred to General Reserves	-	-
		74,612,442	71,288,848
	Surplus - Closing Balance	74,612,442	71,288,848
	Total	78,601,733	75,278,139

Note: 5**Long Term Borrowings**

Amount in ₹

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Secured Loans		
	- From Bank (Vehicle Loan)	404,982	337,505
	Total	404,982	337,505

*Secured against vehicle financed***Note: 6****Long Term Provisions**

Amount in ₹

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Provision for employee benefits		
	Gratuity Obligation	351,580	330,990
	Total	351,580	330,990



Repayment Schedule for Long Term Borrowings are as follows:

As at 31st March, 2016

Amount in ₹

S No.	Particulars	As at 31.03.2016	Repayment Schedule	
			0 - 1 years	1 - 3 years
			Included in Other Current Liabilities	Included in Long Term Borrowings
	Secured Loans			
	From Bank (Vehicle Loans)	1,031,483	626,501	404,982
	Total	1,031,483	626,501	404,982

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
	Secured Loans			
	From Bank (Vehicle Loans)	1,724,750	1,387,245	337,505
	Unsecured Loans			
	From Other Parties	36,465,070	36,465,070	-
	Total	38,189,820	37,852,315	337,505



Note: 7

Short Term Borrowings

Amount in ₹

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Loan Repayable on Demand - From Bank (Secured - see footnote)*	9,854,050	10,973,930
2	Unsecured Loans - From Other Parties	-	36,465,070
	Total	9,854,050	47,439,000

*Secured Loan from banks consist of credit facilities. These are secured against the Stock in Trade and Book Debts.

Note: 8

Trade Payable

Amount in ₹

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Sundry Creditors for Material/Supplies: Foreign Creditors Indian Creditors	82,390,768 -	45,836,160 543,893
	Total	82,390,768	46,380,053

Note: 9

Other Current Liabilities

Amount in ₹

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Current maturities of long term loans/Finance Lease Obligations Secured Term Loans - From Bank (see footnote below)* - From Other Parties (see footnote below)	626,501 -	1,387,245 -
2	Advance From Customers	8,707,178	9,288,922
3	<i>Investors Education & Protection Fund will be credited by the following amounts, as and when due</i> Unclaimed Dividend	420,504	423,004
4	Other Payables TDS, Service Tax, VAT Employee Benefits Govt. Dues Other Liabilities	976,317 70,292 - 2,045,965	14,045,377 41,890 734,313 1,755,772
	Total	12,846,757	27,676,523

* Term Loan from HDFC Bank & ICICI Bank, Kotak Mahindra Bank Secured against hypothecation of car Eteriga, Land Rover & Evalia

Note: 10

Short Term Provisions

Amount in ₹

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Provision for employee benefits Gratuity Obligation Leave Encashment	6,205 40,338	5,645 38,868
2	Provision - Others Provision for Income Tax	1,150,000	-
	Total	1,196,543	44,513

Note : 11

Depreciation

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Depreciation	1,951,355	2,667,586
	Total	1,951,355	2,667,586



Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2016

Note : 11

Fixed Asset

Fixed Asset		Gross Block				Depreciaton				Net Block		Amount in ₹
S. No	Particulars	As at 01.04.2015	Additions / Adjustment during the year	Deductions / Adjustment during the year	As at 31.03.2016	As at 01.04.2015	Depreciation for the year	Deductions / Adjustment during the year	As at 31.03.2016	WDV as on 31.03.2016	WDV as on 31.03.2015	
	Tangible Assets											
1	Land	473,080	-	-	473,080	-	-	-	-	473,080	473,080	
2	Air Conditioners	486,631	262,998	-	749,629	453,296	20,438	-	473,734	275,895	33,335	
3	Plant & Machinery	348,406	-	-	348,406	198,614	27,526	-	226,140	122,266	149,792	
4	Furnitures & Fixtures	1,107,166	226,515	-	1,333,681	931,074	43,380	-	974,454	359,227	176,092	
5	Vehicles	12,079,741	1,220,000	-	13,299,741	8,067,647	1,673,189	-	9,740,836	3,558,905	4,012,094	
6	Office Equipment	1,156,424	160,430	-	1,316,854	998,607	81,239	-	1,079,846	237,008	157,817	
7	Computer	1,609,414	134,800	-	1,744,214	1,572,568	56,689	-	1,629,257	114,957	36,846	
8	Generators	638,800	-	-	638,800	399,548	44,264	-	443,812	194,988	239,252	
9	Xerox Machine	162,000	-	-	162,000	134,556	4,630	-	139,186	22,814	27,444	
	SUB TOTAL (A)	18,061,662	2,004,743	-	20,066,405	12,755,910	1,951,355	-	14,707,265	5,359,140	5,305,752	
	(Previous Year)	18,050,862	10,800	-	18,061,662	10,062,353	2,667,586	(25,971)	12,755,910	5,305,752	-	



Note : 12

Non Current Investment

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
	Trade Investments (valued at cost unless stated otherwise)		
	Investment in equity instruments (Unquoted)		
	278000 equity shares of Deccan Gold Mines Ltd. fully paid up (face value ₹ 17.47/- per share)	4,859,738	-
	500000 equity shares of Alsan Rubber & Chemicals Pvt. Ltd. Fully paid up (face value ₹ 10/- per share)	6,000,000	6,000,000
	Total	10,859,738	6,000,000

Note : 13

Deferred Tax Liabilities

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Computation of Deferred Tax (Asset) / Liability		
Depreciation on 31st March 2016 - as per Companies Act 1956	1,951,355	2,667,586
Depreciation as on 31st March 2016 - as per Income Tax Act 1961	1,468,179	1,419,853
Timing Difference { Assets / (Liabilities) }	483,176	1,247,733
Deferred Tax Assets	97,435	59,397
Deferred Tax Liabilities	(80,676)	(38,868)
Net Timing Difference	499,935	1,268,262
Tax on above at 30.90%	154,480	391,893
Less: Deferred Tax Assets as on 01st April 2015 (Opening)	843,394	451,501
Deferred Tax Assets / Liabilities	997,874	843,394

Note : 14

Long Term Loans and Advances

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Security Deposit		
	Unsecured, Considered Good	421,500	21,000
2	Balances with Govt. Authorities		
	Unsecured, Considered Good		
	4% Additional Duty Receivable	7,439,993	7,465,111
	Income Tax Recoverable A.Y. - 1999-2000	-	38,082
3	Other Loans & Advances		
	LIC Gratuity Fund	477,040	440,277
	Total	8,338,533	7,964,470

Note : 15

Inventories

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Synthetic Rubber	26,370,265	51,810,728
2	Shares	392,869	392,869
	Total	26,763,134	52,203,597

Note : 16

Trade Receivable

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Trade receivables outstanding for a period exceeding six months		
	Unsecured, considered good	44,772,264	14,000,922
2	Other Trade receivables		
	Unsecured, considered good	87,905,578	75,019,991
	Total	132,677,842	89,020,913



Note : 17

Cash & Cash Equivalent

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Cash-in-Hand		
	Cash Balance <i>(As certified by Management)</i>	1,752,848	3,535,743
	Sub Total (A)	1,752,848	3,535,743
2	Cheques/DD in Hands	-	83,124
	Sub Total (B)	-	83,124
3	Balances with Bank		
	On Current Accounts	3,235,462	1,095,134
	Unclaimed Dividend Account	420,504	423,004
	In Fixed Deposit	14,938,000	5,500,000
	<i>Deposits having original maturity exceeding 3 months but due for realizations within 12 months of the reporting date.</i>		
	Sub Total (C)	18,593,966	7,018,138
	Total [A + B + C]	20,346,814	10,637,006

Note 18

Short Term Loans and Advances

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Security Deposits		
	Unsecured, Considered Good	800,000	400,500
2	Loans and advances to Employees		
	Unsecured, Considered Good	278,691	246,164
3	Prepaid Expenses		
	Unsecured, Considered Good	199,201	148,665
4	Balances with Govt. Authorities		
	TDS Receivable F.Y. 2014-15	-	99,278
	TDS Receivable F.Y. 2015-16	63,510	-
	VAT Receivable	942,113	-
	Advance Sale Tax	4,049,991	19,144,349
	TCS Receivable F.Y. 2015-16	808,756	-
	TCS Receivable F.Y. 2014-15	-	2,286,430
5	Other Assets		
	Othe Loan & Advances	55,452	-
	Advance to Suppliers	6,154,092	37,565,671
	DEPB Licence (advance against purchase)	303,765	247,154
	Total	13,655,571	60,138,211

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, 2016 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



(B) Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2016

Amount in ₹

Nature of Transactions	Subsidiaries		Key Mgt Personnel		Entities of Relative of KMP	
	2016	2015	2016	2015	2016	2015
<u>Loans Repaid</u>						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	-	1,700,000
Mr. Akash Jain	-	-	51,465,070	19,004,930	-	-
Alsan Rubber And Chemicals Pvt. Ltd.	45,200,000	5,888,745	-	-	-	-
<u>Loans Received</u>						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	-	1,700,000
Mr. Akash Jain	-	-	15,000,000	55,470,000	-	-
Alsan Rubber And Chemicals Pvt. Ltd.	45,200,000	-	-	-	-	-
<u>Directors Remuneration</u>						
Mr. Akash Jain	-	-	1,200,000	1,200,000	-	-
<u>Trading Transactions</u>						
Alsan Rubber And Chemicals Pvt. Ltd.	39,453,120	79,007,805	-	-	-	-
<u>Advances</u>						
Alsan Rubber And Chemicals Pvt. Ltd. (Advance received against Sale)	15,879,400	-	-	-	-	-
<u>OUTSTANDING BALANCES</u>						
Alsan Rubber And Chemicals Pvt. Ltd. (Receivable)	23,573,720					
<u>Expenses Payable</u>						
Mr. Akash Jain	-	-	368,288	294,470	-	-
<u>Loans Payable</u>						
	-	-	Nil	36,465,070	-	-



Note : 19

Other Current assets

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Accruals		
	Interest accrued on FDRs'	452,981	-
2	Other Advances Receivable		
	Other Receivable	7,948	24,327
	Income Tax Receivable for F.Y. 2012-13	1,181,519	2,329,053
	Income Tax Receivable for F.Y. 2014-15	1,985,319	-
	Total	3,627,767	2,353,380

Note : 20

Revenue from Operations

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Synthetic Rubber	250,882,280	173,621,145
3	Coal	104,973,534	312,438,975
	Total	355,855,814	486,060,120

Note : 21

Other Income

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Acturial Gain on Obligation	12,708	52,382
2	Discount recd on DEPB	559,710	165,000
3	Interest Income (FDR)	634,963	992,704
4	Misc Income	702,389	15
5	Prior Period Income	-	66,044
6	Profit on sale of shares	5,244,066	-
7	Rate Difference	7,494,250	-
8	Rent	56,000	-
9	Unclaimed Credits	41,739	1,636
	Total	14,745,825	1,277,781

Note : 22

Purchase of Stock in Trade

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Purchase of Traded Goods		
1	Synthetic Rubber		
	Domestic	180,460	31,883,400
	Imported	219,681,482	190,895,261
2	Coal	103,489,944	297,708,353
	Total	323,351,886	520,487,014

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, 2016	For the year ended 31st March, 2015
1	Inventories at the end of the year		
	Synthetic Rubber	26,370,265	51,810,729
	Shares	392,869	392,869
		26,763,134	52,203,598
2	Inventories at the beginning of the year		
	Synthetic Rubber	51,810,728	-
	Shares	392,869	1,304,889
	Coal	-	402,340
		52,203,597	1,707,229
	Net Increase	25,440,463	(50,496,369)

Note : 24

Employee Benefits

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Salaries	1,621,839	1,559,130
2	MD Remuneration	1,200,000	1,200,000
3	PF Statutory Expenses	16,310	15,696
4	Leave Encashment	40,338	38,868
5	Employer Cont. of ESI	25,101	23,998
6	Employer Cont. of PF	121,388	116,990
7	Staff Welfare Expenses	205,017	429,143
8	Expenses relating to Gratuity	-	59,397
9	Group Insurance of Employee	16,633	18,018
	Total	3,246,626	3,461,240

Note : 25

Financial Cost

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Int/hire Purchase charges - Car	156,137	238,974
2	Interest on CC Limit	1,134,120	775,411
3	Letter of Credit Expenses	852,623	763,099
4	Commission/Interest on Bill Discount	-	63,044
5	Other Borrowing Costs	1,560,900	2,295,827
	Total	3,703,780	4,136,355



Note : 26

Other Expenses

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Advertisement Expenses	269,598	136,961
2	Audit Fee <i>(refer Note below)</i>	182,620	220,002
3	Bank Charges	281,651	349,928
4	Brookage on shares/STT/ST/Stamp Duty etc	29,455	-
5	Business Promotion Expenses	207,305	355,026
6	Computer Expenses	13,555	22,781
7	Conveyance/Travelling Expenses	50,997	43,728
8	Credit Rating Expenses	44,944	56,180
9	Depositories Charges	46,081	33,022
10	Diminution in Value of Investment	-	466,462
11	Donation	262,000	-
12	Electricity/Water Expenses	485,288	559,730
13	Foreign Exchange Fluctuation	993,095	751,706
14	Freight outward	380,311	118,563
15	General Expenses	914,827	1,095,374
16	Genset Expenses	49,747	56,995
17	Godown/office/Guest House Rent	560,000	908,000
18	Insurance Expenses	359,326	399,300
19	Internal Audit Fee	17,175	16,854
20	Intt on TDS/Service Tax/Vat/CST/TCS**	78,623	71,175
21	Membership/Subsription Fee	187,563	24,003
22	Office Running & Maintenance Expenses/Renovation Expenses	549,488	146,585
23	Postage & Courier Charges	110,544	43,315
24	Printing & Stationery Charges	117,603	98,264
25	Prior Period Expenses	101,897	198,015
26	Professional Fee	184,793	186,569
27	Repair & Maintenance Charges	60,900	44,819
28	Retainership Fee	460,500	371,000
29	Sale Tax / TDS Demand	88,657	297,041
30	Service Charges Paid	105,573	307,227
31	Telephone / Internet Expenses	185,277	273,043
32	Vehicle Running & Maintenance Expenses	460,140	373,874
	Total	7,839,533	8,025,543

Note

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Payment to auditor comprises as under: -		
	Audit Fee	108,777	133,709
	Tax Audit Fee	35,495	34,832
	Fees for other services	38,348	51,461
	Total	182,620	220,002
2	Prior Period Items: -		
	Prior Period Expenses		
	Additional Duty	48,360	-
	Railway Freight	-	76,912
	Siding Charges	-	53,176
	Others	53,537	67,927
	Total	101,897	198,015

**Note : 27****Earning per share****Amount in ₹**

S No	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Basic & Diluted Earning Per Share		
	Net profit attributable to equity shareholders (after taxes)	3,323,594	(1,282,906)
	Number of shares outstanding at the end of the reporting period	3,698,000	3,698,000
	Basic & Diluted Earning Per Share	0.90	(0.35)

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

S No	Contingent Liabilities	31.03.2016	31.03.2015
1	Foreign LCs \$ 13,89,761 @ Rs. 66.3329/-	92,186,877	45,836,159
2	Bank Guarantee (Indian)	-	-
3	Corporate Guarantee	-	-
4	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 : 29**Expenditure and Earnings in Foreign Currencies****Amount in ₹**

S No	Particulars	31.03.2016	31.03.2015
1	Expenditure	Nil	Nil
2	Earnings	Nil	Nil

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

S No	Particulars	31.03.2016	31.03.2015
1	Trading Goods	2111 (lacs)	1853 (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

		31/03/2016	31/03/2015
a)	Fair value of plan assets at the beginning of the period	440,277	403,653
b)	Acquisition adjustment	--	--
c)	Actual return on plan assets	36,763	36,333
d)	Employer Contributions	--	291
e)	Benefits paid	--	--
f)	Fair value of plan assets at the end of the period	477,040	440,277
g)	Funded status	119,255	103,642
h)	Excess of actual over estimated return on plan assets	(2,862)	4

**Actuarial gain / loss recognized**

		31/03/2016	31/03/2015
a)	Actuarial gain/(loss) for the period- obligation	35,947	16,049
b)	Actuarial (gain)/loss for the period - plan assets	2,862	(4)
c)	Total (gain)/loss for the period	(33,085)	(16,053)
d)	Actuarial (gain) / loss recognized in the period	(33,085)	(16,053)
e)	Unrecognized actuarial (gains) losses at the end of period	--	--

The amounts to be recognized in balance sheet and related analysis

		31/03/2016	31/03/2015
a)	Present value of obligation as at the end of the period	357,785	336,635
b)	Fair value of plan assets as at the end of the period	477,040	440,277
c)	Funded status / Difference	119,255	103,642
d)	Excess of actual over estimated	(2,862)	4
e)	Unrecognized actuarial (gains)/losses	--	--
f)	Net asset/(liability) recognized in balance sheet	119,255	103,642

Expense recognized in the statement of profit and loss

		31/03/2016	31/03/2015
a)	Current service cost	31,008	34,468
b)	Past service cost	--	--
c)	Interest cost	26,089	24,929
d)	Expected return on plan assets	(39,625)	(36,329)
e)	Curtailement cost / (Credit)	--	--
f)	Settlement cost / (credit)	--	--
g)	Net actuarial (gain)/ loss recognized in the period	(33,085)	(16,053)
h)	Expenses recognized in the statement of profit & losses	(15,613)	7,015

Reconciliation statement of expense in the statement of profit and loss.

		31/03/2016	31/03/2015
a)	Present value of obligation as at the end of period	357,785	336,635
b)	Present value of obligation as at the beginning of the period	336,635	293,287
c)	Benefits paid	--	--
d)	Actual return on plan assets	36,763	(36,333)
e)	Acquisition adjustment	--	--
f)	Expenses recognized in the statement of profit & losses	(15,613)	7,015

Amount for the current period.

		31/03/2016	31/03/2015
a)	Present value of obligation as at the end of period	357,785	336,635
b)	Fair value of plan assets as at the end of the period	477,040	440,277
c)	Surplus / Deficit	119,255	103,642
d)	Experience adjustment on plan Liabilities (loss) / gain	23,031	50,811
e)	Experience adjustment on plan Assets (loss) / gain	(2,862)	1,013

Movement in the liability recognized in the balance sheet.

		31/03/2016	31/03/2015
a)	Opening net liability	336,635	293,287
b)	Expense as above	(15,613)	7,015
c)	Benefits paid	----	----
d)	Actual return on plan assets	36,763	36,333
e)	Acquisition adjustment	--	--
f)	Closing net liability	357,785	336,635

Major categories of plan assets (as percentage of total plan assets)

		31/03/2016	31/03/2015
a)	Government of India Securities	--	--
b)	State Government securities	--	--
c)	High Quality Corporate Bonds	--	--
d)	Equity Shares of listed companies	--	--
e)	Special Deposit Scheme	--	--
f)	Funds Managed by Insurer	100%	100%
g)	Bank Balance (For Gratuity)	--	--
	Total	100%	100%

**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.

S No.	Particulars	Commodities		Other unallocable		Total	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	Revenue						
	Intersegment Sale	3,558.56	4,860.59	-	-	3,558.56	4,860.59
	Other Income	-	-	147.46	12.78	147.46	12.78
	Total Net Sale/Income from operations	3,558.56	4,860.59	147.46	12.78	3,706.02	4,873.37
2	Results						
	Segment Results	26.75	24.30	52.44	-	79.19	24.30
	Operating Profit/(Loss)					79.19	24.30
	Intrest Exp.					28.51	33.73
	Profit/(Loss) Before Tax					50.68	(9.43)
	Exceptional Items					-	-
	Tax Expenses					17.44	(3.39)
	Profit/(Loss) After Tax					33.24	(12.82)
3	Other Information						
	Segment Assets	2226.26	2344.66	-	-	2,226.26	2,344.66
	Segment Liabilities	1070.45	1222.08	-	-	1,070.45	1,222.08
4	Other						
	Capital Expenditure	-	-	20.04	0.11	20.04	0.11
	Depreciation	-	-	19.51	26.68	19.51	0.00
	Non cash expenses other than Depreciation	-	-	0.27	0.98	0.27	0.98

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

The companies has no dues to Micro, Small & Medium Enterprises during the year ended March 31, 2016

In terms of our report of even date

For Chandra Prabhu International Limited

For J P S & CO

Chartered Accountants

FRN 004086N

CA J C Verma

Partner

M. No. 083210

Akash Jain

Managing Director

DIN -00049303

Prakash Goyal

Director

DIN -02598736

Place : - New Delhi

Date : - 30th May, 2016

Mansi Mehta

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 **Chandra Prabhu International Ltd** ("the Company") and its subsidiary Alsan Rubber and Chemicals Pvt Ltd (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2016, 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;

Other Matter

We did not audit the financial statement of subsidiary company whose financial statements reflects Total Assets of Rs 1110.80 lacs as on 31st March, 2016, total revenue of Rs 1412.49 and net cash inflows amounting to Rs 27.04 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on other Legal and Regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

- a) We have sought and 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 relating to preparation of the consolidated financial statements have been kept by the Company so far as it appears from our examination of those books.



- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the According Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors of the Company, and the report of the statutory Auditor of the Subsidiary company incorporated in India none of the directors of the Holding and subsidiary company is disqualified as on March 31, 2016 from being appointed as a Director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”, which is based on a Auditor’s Report of the company and its subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting of the company and its subsidiary company incorporated in India.
- g) 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 Group does not have any pending litigations on its financial position.
 - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There was no amount which was required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary company incorporated in India.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210

Place : New Delhi
Dated: 30th May, 2016



Annexure “A” to the Independent Auditors’ Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the internal financial controls over financial reporting of **Chandra Prabhu International Ltd.** (‘the Company’) and its subsidiary company Alsan Rubber and Chemicals Pvt Ltd incorporated in India as at March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended and as on that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and its subsidiary company incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operation effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary company incorporated in India, in terms of their reports referred to in the Other Matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that,

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary company incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over financial reporting issued by the Institute of Chartered Accountants of India.



Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control over financial reporting insofar as it relates to 1 subsidiary company, incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210

Place : New Delhi
Dated: 30th May, 2016

BALANCE SHEET

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Balance Sheet as at 31st March, 2016

Amount in ₹

Particulars	Note	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	36,980,000	36,980,000
(b) Reserves and Surplus	4	81,424,635	80,938,022
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	404,982	1,188,158
(b) Long Term Provisions	6	351,580	330,990
(3) Current Liabilities			
(a) Short-Term Borrowings	7	65,329,514	115,788,905
(b) Trade Payables	8	126,191,493	58,795,191
(c) Other Current Liabilities	9	16,149,469	32,203,802
(d) Short-Term Provisions	10	1,698,486	469,513
Total		328,530,159	326,694,581
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	11	6,906,443	7,450,407
(b) Goodwill on Consolidation		824,240	824,240
(c) Non-current investments	12	4,862,770	3,032
(d) Deferred tax assets (net)	13	1,224,382	1,008,066
(e) Long term loans and advances	14	14,744,502	12,835,816
(f) Other non-current assets			
(2) Current Assets			
(a) Current investments			
(b) Inventories	15	75,812,170	88,065,251
(c) Trade receivables	16	182,136,974	141,391,995
(d) Cash and cash equivalents	17	23,822,954	11,409,141
(e) Short-term loans and advances	18	14,515,305	61,352,444
(f) Other current assets	19	3,680,419	2,354,189
Total		328,530,159	326,694,581

Significant Accounting Policies and Notes to Accounts

1 to 33

*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: 30th May, 2016**Mansi Mehta** **Amar Singh**
Company Secretary Chief Financial Officer

PROFIT AND LOSS

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Statement of Profit and Loss for the period ended on 31st March, 2016

Amount in ₹

S No	Particulars	Note	For the Year ended 31st March, 2016	For the Year ended 31st March 2015
I	Revenue from operations	20	495,995,767	716,430,456
II	Other Income	21	15,854,824	1,511,402
III	Total Revenue (I +II)		511,850,591	717,941,858
IV	Expenses:			
	Purchase of Stock in Trade	22	471,249,537	723,451,093
	Changes in inventories of Stock-in-Trade	23	12,253,081	(33,429,590)
	Employee Benefit Expense	24	4,850,194	5,022,657
	Financial Costs	25	8,277,308	7,645,648
	Depreciation	11	2,559,394	3,818,146
	Other Expenses	26	10,414,955	11,638,228
	Total Expenses		509,604,469	718,146,181
V	Profit before exceptional and extraordinary items and tax	(III - IV)	2,246,122	(204,323)
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		2,246,122	(204,323)
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		2,246,122	(204,323)
X	Tax expense:			
	(1) Current tax		1,150,000	425,000
	(2) Adjustment relating to previous year		825,825	722,727
	(3) Deferred tax Assets		216,316	596,425
XI	Profit(Loss) from the period from continuing operations	(IX-X)	486,613	(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)		486,613	(755,625)
XVI	Earning per equity share:			
	Basic & Diluted	28	0.13	(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: 30th May, 2016

For Chandra Prabhu International Limited

Akash Jain
Managing Director
DIN -00049303

Prakash Goyal
Director
DIN -02598736

Mansi Mehta
Company Secretary

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, 2016	For the year Ended 31st March, 2015	
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax	2,246,122	(204,323)	
Adjustments for :			
Depreciation	2,559,394	3,818,146	
Interest Expense	6,272,043	4,855,248	
Other Income	(10,610,758)	(1,286,275)	
Profit on Sale of Shares	(5,244,066)	(50,000)	
Exchange difference on translation of foreign currency cash and cash equivalents	993,095	-	
Diminution in value of Investments	-	466,462	
Operating profit before Working Capital change	(3,784,170)	7,599,258	
Adjustments for :			
(Increase)/Decrease in Inventories	12,253,081	(33,429,589)	
(Increase)/Decrease in Trade Receivable	(40,744,979)	(46,114,026)	
(Increase)/Decrease in Other Current Assets	(1,326,230)	28,642	
(Decrease)/Increase in Long Term Loans & Advances	(1,908,685)	2,053,235	
(Increase)/Decrease in Short Term Loan & Advances	46,837,139	83,177,258	
Increase/(Decrease) in Trade Payable	67,396,302	(5,830,564)	
Increase/(Decrease) in Other Current Liabilities	(16,054,334)	(14,169,751)	
Increase/(Decrease) in Short Term Provision	1,228,973	(9,594,125)	
(Decrease)/ Increase in Long Term Provision	20,590	330,990	
Cash Generated from Operations	63,917,687	(15,948,672)	
Direct Taxes paid	(1,975,825)	(1,147,727)	
Net cash generated from operating activities [A]	61,941,862	(17,096,399)	
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets	(2,015,430)	(10,800)	
Purchase of Investments	(8,738,750)	(6,000,000)	
Sale of Investment	9,123,078	1,775,000	
Other Income	10,610,758	1,286,275	
NET CASH FLOWS FROM INVESTING ACTIVITIES [B]	8,979,656	(2,949,525)	
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds/(Repayment) from Long Term Borrowing	(783,176)	(2,224,842)	
Dividend Paid	-	(3,698,000)	
Dividend Distribution Tax Paid	-	(628,475)	
Proceeds/(Repayment) from Short Term Borrowings	(50,459,391)	14,797,496	
Interest Paid	(6,272,043)	(4,855,248)	
Net cash (used in)/ generated from financing activities [C]	(57,514,610)	3,390,931	
Exchange difference on translation of foreign currency cash and cash equivalents	(993,095)	-	
Net increase/(decrease) in cash and cash equivalents [A+B+C]	13,406,908	(16,654,993)	
Cash and cash equivalents at the beginning of the year	11,409,141	28,064,134	
Cash and cash equivalents at the end of the year	23,822,954	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	Prakash Goyal
Partner		Managing Director	Director
M No : 083210		DIN -00049303	DIN -02598736
Place: New Delhi		Mansi Mehta	Amar Singh
Dated: 30th May, 2016		Company Secretary	Chief Financial Officer


Policies Forming Part of Financial Statement for the year ended 31st March, 2016
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, 2016

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 ₹	
S No	Particulars	As at 31.03.2016	As at 31.03.2015
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, 2016 and March 31st, 2015 is set out below:

S No	Particulars	As at 31.03.2016	As at 31.03.2015
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
	Total	36,980,000	36,980,000

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

Name of Shareholder		As on 31.03.2016	As on 31.03.2015
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	190002
	% held	5	5

Note : 4**Reserve & Surplus**

Amount in ₹

S No	Particulars	As on 31.03.2016	As on 31.03.2015
1	General Reserves		
	Opening Balance	3,989,291	3,989,291
	Add:- Transferred from Surplus	-	-
		3,989,291	3,989,291
2	Surplus (Profit & Loss Account)		
	Opening Balance	76,948,731	77,906,087
	Add: Net Profit after tax	486,613	(755,625)
	Less: Adjustment of Pre acquisition Profit/(Loss)	-	(175,760)
	Impairment of Assets	-	(25,971)
	Amount available for appropriation	77,435,344	76,948,731
	Surplus - Closing Balance	77,435,344	76,948,731
	Total	81,424,635	80,938,022

Note: 5**Long Term Borrowings**

Amount in ₹

S No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Secured Loans		
	- From Bank (Vehicle Loan)	404,982	1,188,158
	Total	404,982	1,188,158

*Secured against vehicle financed***Note: 6****Long Term Provisions**

Amount in ₹

S No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Provision for employee benefits		
	Gratuity Obligation	351,580	330,990
	Total	351,580	330,990

Note: 7**Short Term Borrowings**

Amount in ₹

S No	Particulars	As on 31.03.2016	As on 31.03.2015
1	Loan Repayable on Demand		
	- From Bank (Secured - see footnote)*	30,012,990	15,950,083
2	Unsecured Loans		
	- From Related Parties (Interest Free)	-	49,565,070
	- From Related Parties	-	3,014,424
	- From Other Parties	35,316,524	47,259,328
	Total	65,329,514	115,788,905

**Secured Loan from banks consist of credit facilities. These are secured against the Stock in Trade and Book Debts.*



Repayment Schedule for Long Term Borrowings are as follows:

As at 31st March, 2016

Amount in ₹

S No.	Particulars	As at 31.03.2016	Repayment Schedule	
			0 - 1 years	1 - 3 years
			Included in Other Current Liabilities	Included in Long Term Borrowings
	Secured Loans			
	From Bank (Vehicle Loans)	1,882,136	1,477,154	404,982
	Total	1,882,136	1,477,154	404,982

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
	Secured Loans			
	From Bank (Vehicle Loans)	3,413,000	2,224,842	1,188,158
	Unsecured Loans			
	From Related Parties (Interest Free)	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

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.****Note: 8****Trade Payable****Amount in ₹**

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Sundry Creditors for Material/Supplies:		
	Foreign Creditors	126,191,493	45,836,160
	Indian Creditors	-	12,959,031
	Total	126,191,493	58,795,191

Note: 9**Other Current Liabilities****Amount in ₹**

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Current maturities of long term loans/Finance Lease Obligations Secured Term Loans		
	- From Bank (see footnote below)*	1,477,154	2,224,842
	- From Other Parties (see footnote below)	-	-
2	Advance From Customers	9,240,428	9,672,172
3	<i>Investors Education & Protection Fund will be credited by the following amounts, as and when due</i>		
	Unclaimed Dividend	420,504	423,004
4	Other Payables		
	TDS, Service Tax, VAT	1,908,880	15,117,415
	Employee Benefits	70,292	41,890
	Govt. Dues	-	734,313
	Other Liabilities	3,032,211	3,619,426
5	Book Overdraft		
	HDF Bank	-	288,713
	State Bank of Bikaner & Jaipur	-	82,027
	Total	16,149,469	32,203,802

* Term Loan from HDFC Bank & ICICI Bank, Kotak Mahindra Bank Secured against hypothecation of car Eetiga, Land Rover & Evalia

Note: 10**Short Term Provisions****Amount in ₹**

S No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Provision for employee benefits		
	Gratuity Obligation	6,205	5,645
	Leave Encashment	40,338	38,868
2	Provision - Others		
	Provision for Income Tax 2015-16	1,150,000	-
	Provision for Income Tax 2014-15	489,243	425,000
	Provision for Income Tax 2012-13	12,700	-
	Total	1,698,486	469,513

Note : 11**Depreciation****Amount in ₹**

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Depreciation	2,559,394	3,818,146
	Total	2,559,394	3,818,146



Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2016

Note: 11

Fixed Asset

Fixed Asset		Gross Block				Depreciaton				Net Block	
S. No	Particulars	As at 01.04.2015	Additions / Adjustment during the year	Deductions / Adjustment during the year	As at 31.03.2016	As at 01.04.2015	Depreciation for the year	Deductions / Adjustment during the year	As at 31.03.2016	WDV as on 31.03.2016	WDV as on 31.03.2015
	Tangible Assets										
1	Land	473,080	-	-	473,080	-	-	-	-	473,080	473,080
2	Air Conditioners	486,631	262,998	-	749,629	453,296	20,438	-	473,734	275,895	33,335
3	Plant & Machinery	348,406	-	-	348,406	198,614	27,526	-	226,140	122,266	149,792
4	Furnitures & Fixtures	1,107,166	226,515	-	1,333,681	931,074	43,380	-	974,454	359,227	176,092
5	Vehicles	15,469,741	1,220,000	-	16,689,741	9,322,022	2,274,390	-	11,596,412	5,093,329	6,147,719
6	Office Equipment	1,156,424	171,117	-	1,327,541	998,607	83,437	-	1,082,044	245,497	157,817
7	Computer	1,652,939	134,800	-	1,787,739	1,607,063	61,329	-	1,668,392	119,347	45,876
8	Generators	638,800	-	-	638,800	399,548	44,264	-	443,812	194,988	239,252
9	Xerox Machine	162,000	-	-	162,000	134,556	4,630	-	139,186	22,814	27,444
	SUB TOTAL (A)	21,495,187	2,015,430	-	23,510,617	14,044,780	2,559,394	-	16,604,174	6,906,443	7,450,407
	(Previous Yea	21,484,387	10,800	-	21,495,187	10,200,663	3,818,146	(25,971)	14,044,780	7,450,407	-

NOTES

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 12

Non Current Investment

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
	Trade Investments (valued at cost unless stated otherwise)		
	Investment in Quoted Shares	3,032	3,032
	Investment in equity instruments (Unquoted)		
	278000 equity shares of Deccan Gold Mines Ltd. fully paid up (face value ₹ 17.47/- per Share)	4,859,738	-
	Total	4,862,770	3,032

Note : 13

Deferred Tax Liabilities

Amount in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Computation of Deferred Tax (Asset) / Liability		
Depreciation on 31st March 2016 - as per Companies Act 1956	2,559,394	3,818,146
Depreciation as on 31st March 2016 - as per Income Tax Act 1961	1,876,101	1,908,496
Timing Difference { Assets / (Liabilities) }	683,293	1,909,650
Deferred Tax Assets	97,435	59,397
Deferred Tax Liabilities	(80,676)	(38,868)
Net Timing Difference	700,052	1,930,179
Tax on above at 30.90%	216,316	596,425
Less: Deferred Tax Assets as on 01st April 2015 (Opening)	1,008,066	411,641
Deferred Tax Assets / (Liabilities)	1,224,382	1,008,066

Note : 14

Long Term Loans and Advances

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Security Deposit		
	Unsecured, Considered Good	628,067	151,000
2	Balances with Govt. Authorities		
	Unsecured, Considered Good		
	Anti Dumping Duty Receivable	1,291,143	1,250,018
	4% Additional Duty Receivable	12,348,252	10,956,439
	Income Tax Recoverable A.Y. - 1999-2000	-	38,082
3	Other Loans & Advances		
	LIC Gratuity Fund	477,040	440,277
	Total	14,744,502	12,835,816

Note : 15

Inventories

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Synthetic Rubber	75,419,301	87,672,382
2	Shares	392,869	392,869
	Total	75,812,170	88,065,251

Note : 16

Trade Receivable

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Trade receivables outstanding for a period exceeding six months		
	Unsecured, considered good	54,216,896	18,010,576
2	Other Trade receivables		
	Unsecured, considered good	127,920,078	123,381,419
	Total	182,136,974	141,391,995

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.****Note : 17****Cash & Cash Equivalent**

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Cash-in-Hand		
	Cash Balance <i>(As certified by Management)</i>	2,192,315	3,807,878
	Sub Total (A)	2,192,315	3,807,878
2	Cheques/DD in Hands	-	83,124
	Sub Total (B)	-	83,124
3	Balances with Bank		
	On Current Accounts	3,282,635	1,095,134
	Unclaimed Dividend Account	420,504	423,004
	In Fixed Deposit	17,927,500	6,000,000
	<i>Deposits having original maturity exceeding 3 months but due for realizations within 12 months of the reporting date.</i>		
	Sub Total (C)	21,630,639	7,518,138
	Total [A + B + C]	23,822,954	11,409,141

Note 18**Short Term Loans and Advances**

Amount in ₹

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Security Deposits		
	Unsecured, Considered Good	800,000	400,500
2	Loans and advances to Employees		
	Unsecured, Considered Good	278,691	259,164
3	Prepaid Expenses		
	Unsecured, Considered Good	416,990	370,985
4	Balances with Govt. Authorities		
	TDS Receivable F.Y. 2014-15	-	99,278
	TDS Receivable F.Y. 2015-16	82,598	-
	VAT Receivable	942,113	-
	Advance Sale Tax	4,049,991	19,144,349
	TCS Receivable F.Y. 2015-16	808,756	-
	TCS Receivable F.Y. 2014-15	90,231	2,376,661
	Income Tax Paid F.Y. 2014-15	459,877	-
5	Other Assets		
	Othe Loan & Advances	55,452	-
	Advance to Suppliers	6,154,092	37,565,671
	DEPB Licence (advance against purchase)	376,514	1,135,836
	Total	14,515,305	61,352,444

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, 2016 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



(B) Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2016

Amount in ₹

Nature of Transactions	Subsidiaries		Key Mgt Personnel		Entities of Relative of KMP	
	2016	2015	2016	2015	2016	2015
<u>Rent Paid</u>						
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	-	-
<u>Loans Repaid</u>						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	-	1,700,000
Mr. Akash Jain	-	-	87,665,070	63,789,930	-	-
Mrs. Sheetal Jain	-	-	-	1,773,865	-	-
Ekam Leasing And Finance Co Ltd.	-	-	-	-	33,916,543	13,224,838
Alsan Rubber And Chemicals Pvt. Ltd.	45,200,000	5,888,745	-	-	-	-
<u>Loans Received</u>						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	-	1,700,000
Mr. Akash Jain	-	-	56,500,000	78,355,000	-	-
Mrs. Sheetal Jain	-	-	-	54,988	-	-
Ekam Leasing And Finance Co Ltd.	-	-	-	-	47,818,643	4,881,243
Alsan Rubber And Chemicals Pvt. Ltd.	45,200,000	-	-	-	-	-
<u>Trading Transactions</u>						
Alsan Rubber And Chemicals Pvt. Ltd.	39,453,120	79,007,805	-	-	-	-
<u>Advances</u>						
Alsan Rubber And Chemicals Pvt. Ltd. (Advance received against Sale)	15,879,400	-	-	-	-	-
<u>OUTSTANDING BALANCES</u>						
Alsan Rubber And Chemicals Pvt. Ltd. (Receivable)	23,573,720	-	-	-	-	-
<u>Expenses Payable</u>						
Mr. Akash Jain	-	-	368,288	294,470	-	-
<u>Loans Payable</u>						
Mr. Akash Jain	-	-	18,400,000	49,565,070	-	-
Ekam Leasing And Finance Co Ltd.	-	-	-	-	16,916,524	3,014,424

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.****Note : 19****Other Current assets****Amount in ₹**

S No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Accruals		
	Interest accrued on FDRs'	505,633	809
2	Other Advances Receivable		
	Other Receivable	7,948	24,327
	Income Tax Recoverable for F.Y. 2012-13	1,181,519	2,329,053
	Income Tax Recoverable for F.Y. 2014-15	1,985,319	-
	Total	3,680,419	2,354,189

Note : 20**Revenue from Operations****Amount in ₹**

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Synthetic Rubber	391,022,233	403,991,481
3	Coal	104,973,534	312,438,975
	Total	495,995,767	716,430,456

Note : 21**Other Income****Amount in ₹**

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Interest Income (FDR)	825,753	1,001,198
2	Prior Period Income	-	66,044
3	Misc Income	1,228,439	128
4	Discount recd on DEPB	951,869	340,014
5	Unclaimed Credits	41,739	1,636
6	Rate Difference	7,494,250	-
7	Profit on Sale of Shares	5,244,066	50,000
8	Rent	56,000	-
9	Actuarial Gain on Obligation	12,708	52,382
	Total	15,854,824	1,511,402

Note : 22**Purchase of Stock in Trade****Amount in ₹**

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Purchase of Traded Goods		
	Synthetic Rubber		-
	Domestic	5,302,605	234,847,479
	Imported	362,456,988	190,895,261
	Coal	103,489,944	297,708,353
	Total	471,249,537	723,451,093

Imported purchases are inclusive of Custom Duty & other incidental expenses

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.****Note : 23****Changes in Inventories of Stock in Trade****Amount in ₹**

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Inventories at the end of the year		
	Synthetic Rubber	75,419,301	87,672,383
	Shares	392,869	392,869
		75,812,170	88,065,252
2	Inventories at the beginning of the year		
	Synthetic Rubber	87,672,382	52,928,433
	Shares	392,869	1,304,889
	Coal	-	402,340
		88,065,251	54,635,662
	Net Increase	12,253,081	(33,429,590)

Note : 24**Employee Benefits****Amount in ₹**

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Salaries	3,010,089	2,913,130
2	MD Remuneration	1,200,000	1,200,000
3	PF Statutory Expenses	16,310	15,696
4	Leave Encashment	40,338	38,868
5	Employer Cont. of ESI	25,101	23,998
6	Employer Cont. of PF	121,388	116,990
7	Staff Welfare Expenses	376,949	594,117
8	Expenses relating to Gratuity	-	59,397
9	Group Insurance of Employee	60,019	60,461
	Total	4,850,194	5,022,657

Note : 25**Financial Cost****Amount in ₹**

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Interest Paid on Borrowing	3,008,065	3,027,471
2	Int/hire Purchase charges - Car	156,137	464,980
3	Interest on CC Limit	2,255,218	811,243
4	Letter of Credit Expenses	852,623	798,083
5	Commission/Interest on Bill Discount	-	63,044
6	Other Borrowing Costs	2,005,265	2,480,827
	Total	8,277,308	7,645,648

NOTES
CONSOLIDATED ACCOUNTS
CHANDRA PRABHU INTERNATIONAL LTD.

Note : 26
Other Expenses
Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Audit Fee (<i>refer Note below</i>)	241,015	270,446
2	Internal Audit Fee	37,175	36,854
3	Intt on TDS/Service Tax/Vat/CST/TCS**	119,939	102,353
4	Telephone / Internet Expenses	261,530	347,943
5	Advertisement Expenses	269,598	144,826
6	Business Promotion Expenses	207,305	355,026
7	Credit Rating Expenses	44,944	56,180
8	Computer Expenses	24,422	35,881
9	Conveyance/Travelling Expenses	51,537	46,598
10	Service Charges Paid	147,333	1,395,727
11	Bank Charges	594,620	369,589
12	Foreign Exchange Fluctuation	1,458,841	751,706
13	Depositories Charges	46,081	33,022
14	Donation	262,000	-
15	Brockrage on shares/STT/ST/Stamp Duty etc	29,455	-
16	Electricity/Water Expenses	605,110	1,380,438
17	General Expenses	1,011,474	1,153,939
18	Genset Expenses	49,747	56,995
19	Godown/office/Guest House Rent	1,048,000	1,524,000
20	Sale Tax / TDS Demand	88,657	300,041
21	Insurance Expenses	661,126	695,038
22	Membership/Subsription Fee	187,563	26,251
23	Office Running & Maintenance Expenses/Renovation Expenses	582,654	187,371
24	Postage & Courier Charges	111,259	46,253
25	Printing & Stationery Charges	139,489	122,232
26	Prior Period Expenses	101,897	198,015
27	Professional Fee	340,889	316,119
28	Repair & Maintenance Charges	60,900	44,819
29	Retainership Fee	460,500	371,000
30	Vehicle Running & Maintenance Expenses	620,264	614,439
31	Freight outward	549,631	188,664
32	Diminution in Value of Investment	-	466,462
	Total	10,414,955	11,638,228

Note
Amount in ₹

S No.	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
1	Payment to auditor comprises as under: -		
	Audit Fee	155,722	172,917
	Tax Audit Fee	46,945	46,068
	Fees for other services	38,348	51,461
	Total	241,015	270,446
2	Prior Period Items: -		
	Prior Period Expenses		
	Additional Duty	48,360	-
	Railway Freight	-	76,912
	Siding Charges	-	53,176
	Others	53,537	67,927
	Total	101,897	198,015

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.****Note : 27****Earning per share****Amount in ₹**

S No	Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Basic & Diluted Earning Per Share		
	Net profit attributable to equity shareholders (after taxes)	486,613	(755,625)
	Number of shares outstanding at the end of the reporting period	3,698,000	3,698,000
	Basic & Diluted Earning Per Share	0.13	(0.20)

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

S No	Contingent Liabilities	31.03.2016	31.03.2015
1	Foreign LCs \$ 1779273 @ Rs. 66.3329/-	118,024,338	49,306,149
2	Bank Guarantee (Indian)	-	-
3	Corporate Guarantee	-	-
4	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 : 29**Expenditure and Earnings in Foreign Currencies****Amount in ₹**

S No	Particulars	31.03.2016	31.03.2015
1	Expenditure	Nil	Nil
2	Earnings	Nil	Nil

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

S No	Particulars	31.03.2016	31.03.2015
1	Trading Goods	2111 (lacs)	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

		31/03/2016	31/03/2015
a)	Fair value of plan assets at the beginning of the period	440,277	403,653
b)	Acquisition adjustment	--	--
c)	Actual return on plan assets	36,763	36,333
d)	Employer Contributions	--	291
e)	Benefits paid	--	--
f)	Fair value of plan assets at the end of the period	477,040	440,277
g)	Funded status	119,255	103,642
h)	Excess of actual over estimated return on plan assets	(2,862)	4

**Actuarial gain / loss recognized**

	31/03/2016	31/03/2015
a) Actuarial gain/(loss) for the period- obligation	35,947	16,049
b) Actuarial (gain)/loss for the period - plan assets	2,862	(4)
c) Total (gain)/loss for the period	(33,085)	(16,053)
d) Actuarial (gain) / loss recognized in the period	(33,085)	(16,053)
e) Unrecognized actuarial (gains) losses at the end of period	--	--

The amounts to be recognized in balance sheet and related analysis

	31/03/2016	31/03/2015
a) Present value of obligation as at the end of the period	357,785	336,635
b) Fair value of plan assets as at the end of the period	477,040	440,277
c) Funded status / Difference	119,255	103,642
d) Excess of actual over estimated	(2,862)	4
e) Unrecognized actuarial (gains)/losses	--	--
f) Net asset/(liability) recognized in balance sheet	119,255	103,642

Expense recognized in the statement of profit and loss

	31/03/2016	31/03/2015
a) Current service cost	31,008	34,468
b) Past service cost	--	--
c) Interest cost	26,089	24,929
d) Expected return on plan assets	(39,625)	(36,329)
e) Curtailment cost / (Credit)	--	--
f) Settlement cost / (credit)	--	--
g) Net actuarial (gain)/ loss recognized in the period	(33,085)	(16,053)
h) Expenses recognized in the statement of profit & losses	(15,613)	7,015

Reconciliation statement of expense in the statement of profit and loss.

	31/03/2016	31/03/2015
a) Present value of obligation as at the end of period	357,785	336,635
b) Present value of obligation as at the beginning of the period	336,635	293,287
c) Benefits paid	--	--
d) Actual return on plan assets	36,763	(36,333)
e) Acquisition adjustment	--	--
f) Expenses recognized in the statement of profit & losses	(15,613)	7,015

Amount for the current period.

	31/03/2016	31/03/2015
a) Present value of obligation as at the end of period	357,785	336,635
b) Fair value of plan assets as at the end of the period	477,040	440,277
c) Surplus / Deficit	119,255	103,642
d) Experience adjustment on plan Liabilities (loss) / gain	23,031	50,811
e) Experience adjustment on plan Assets (loss) / gain	(2,862)	1,013

Movement in the liability recognized in the balance sheet.

	31/03/2016	31/03/2015
a) Opening net liability	336,635	293,287
b) Expense as above	(15,613)	7,015
c) Benefits paid	----	----
d) Actual return on plan assets	36,763	36,333
e) Acquisition adjustment	--	--
f) Closing net liability	357,785	336,635

Major categories of plan assets (as percentage of total plan assets)

	31/03/2016	31/03/2015
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%	100%
h) Bank Balance (For Gratuity)	--	-
Total	100%	100%

**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.

S No.	Particulars	Commodities		Other unallocable		Total	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	Revenue						
	Intersegment Sale	4,959.96	7,164.30	-	-	4,959.96	7,164.30
	Other Income	-	-	158.55	15.11	158.55	15.11
	Total Net Sale/Income from operations	4,959.96	7,164.30	158.55	15.11	5,118.51	7,179.41
2	Results						
	Segment Results	39.82	62.32	52.44	-	92.26	62.32
	Operating Profit/(Loss)	-	-	-	-	92.26	62.32
	Intrest Exp.					69.80	64.36
	Profit/(Loss) Before Tax					22.46	(2.04)
	Exceptional Items					-	-
	Tax related to earlier years					17.60	(5.51)
	Profit/(Loss) After Tax					4.86	(7.55)
3	Other Information						
	Segment Assets	3285.30	3266.94	-	-	3,285.30	3,266.94
	Segment Liabilities	2101.26	2087.76	-	-	2,101.26	2,087.76
4	Other						
	Capital Expenditure	-	-	20.15	0.11	20.15	0.11
	Depreciation	-	-	25.59	38.18	25.59	38.18
	Non cash expenses other than Depreciation	-	-	0.27	0.98	0.27	0.98

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

The companies has no dues to Micro, Small & Medium Enterprises during the year ended March 31, 2016

In terms of our report of even date

For Chandra Prabhu International Limited

For J P S & CO

Chartered Accountants

FRN 004086N

CA J C Verma

Partner

M. No. 083210

Akash Jain

Managing Director

DIN -00049303

Prakash Goyal

Director

DIN -02598736

Place : - New Delhi

Date : - 30th May, 2016

Mansi Mehta

Company Secretary

Amar Singh

Chief Financial Officer

Route Map of the Venue of Annual General Meeting (AGM) of M/S Chandra Prabhu International Limited.



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

31ST ANNUAL GENERAL MEETING, SATURDAY SEPTEMBER 24, 2016

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 31st Annual General Meeting of the Company to be held on Saturday, September 24, 2016, 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
	Ordinary Resolutions		
1.	To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended 31st March, 2016, the Balance Sheet as at that date & the Reports of Directors & the, Auditors' thereon.		
2.	To appoint a director in place of Mr. Nishant Goyal (DIN:-0654178), 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.	Special Business Reappointment of Mr. Akash Jain as the Managing Director of the Company		
5.	Appointment of Branch Auditors		

Signed this _____ day of _____, 2016

(Signature of the Shareholder)

Affix
revenue
stamp

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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