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CHANDRA PRABHU INTERNATIONAL LTD

32nd ANNUAL REPORT 2016-17

COMPANY INFORMATION**CHANDRA PRABHU INTERNATIONAL LTD.****KEY MANAGERIAL PERSONNEL:**

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

BOARD OF DIRECTORS

Mr. Prakash Goyal, Independent Director
Mr. Nishant Goyal, Independent Director
Mr. Jagdish Jhunjhunwala, Independent Director
Mrs. Hemlata Jain, Woman 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, Gurgaon & Kolkata

Bankers:

State Bank of India, New Delhi
HDFC, New Delhi

Internal Auditor:

B. Rattan and Associates, Chartered Accountant

REGISTRAR & SHARE TRANSFER AGENT:

M/s. Alankit Assignments Limited
1B/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

32nd ANNUAL GENERAL MEETING

DATE: SEPTEMBER 16, 2017

DAY: SATURDAY

TIME: 09:30 A.M.

PLACE: Rana Apartment, Plot No. 547, Gali No.2, Kapashera, Hijwasan Road, New Delhi-110037

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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 32nd Annual General Meeting (AGM) of the members of CHANDRA PRABHU INTERNATIONAL LIMITED will be held on Saturday, the 16th day of September, 2017 at 09:30 A.M. at Rana Apartment, Plot No. 547, Gali No.2, Kapashera, Bijwasan Road, New Delhi-110037 to transact the following business:-

ORDINARY BUSINESSES

1. To receive, consider and adopt :-

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

2. Appointment of Statutory Auditor

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 139,142 and all other applicable provisions, if any, of the Companies Act, 2013

and the Rules framed there under, as amended from time to time, and pursuant to the recommendations by the Audit Committee, M/s Mittal Garg Gupta & Co., Chartered Accountants (FRN 016591N) be and is hereby appointed as Statutory Auditors of the Company for 5 years in place of the retiring auditor M/s J P S & Co., Chartered Accountants (FRN 004086N), to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration as may be mutually agreed between the Board of Directors of the Company and Statutory Auditors."

SPECIAL BUSINESSES

3. Appointment of Mr. Gajraj Jain as a director of the Company

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

"RESOLVED THAT pursuant to Section 152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Gajraj Jain (DIN: 00049199), who was appointed vide Board meeting dated 17th April, 2017 as an Additional Director by the Board under Section 161 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.



4. Appointment of Mr. Gajraj Jain as Chairman Cum Managing Director of the Company

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee 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 for the appointment of Mr. Gajraj Jain (DIN: 00049199), as Chairman Cum Managing Director of the Company for a period of three years commencing from 17/04/2017 upto 16/04/2020 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. Gajraj Jain.

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

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be

necessary, proper and expedient to give effect to this Resolution."

5. Approval for Change in Terms of Appointment of Mr. Akash Jain, Joint Managing Director

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

"RESOLVED THAT in partial modification of earlier resolution passed in the Annual General Meeting held on September 24, 2016 with regard to approval to the re-appointment of Mr. Akash Jain, as Managing Director of the Company, pursuant to section 196, 203 and 197 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for changes in terms & conditions of his appointment as follows :-

1. Change in designation of Mr. Akash Jain from Managing Director to Joint Managing Director.
2. Change in his remuneration i.e, from existing Rs. 2, 00,000/- per month to Rs. 1, 00,000/- per month, for the remaining period of his tenure of office, with effect from April 17, 2017.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Akash Jain, Managing Director, shall remain unchanged."

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**6. Appointment of Mrs. Hemlata Jain as a Director(Woman) of the Company**

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

"RESOLVED THAT pursuant to Section 152, Section 149 (1) and Rule 3 of Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Mrs. Hemlata Jain (DIN: 00049212), who was appointed vide Board meeting dated 11th August, 2017 as an Additional Director by the Board under Section 161 of the Companies Act, 2013 in accordance with the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

7. Appointment of Branch Auditors of the Company

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

"RESOLVED THAT pursuant to the provision of section 143(8), Rules made thereunder and other applicable provisions (if any) of the Companies Act, 2013 (Act.) as amended from time to time, the Board of

Directors be and is hereby authorised to appoint as branch auditors of the any branch office of the company, whether existing or which may be opened/acquired hereafter, in consultation with the Company's auditors, any person(s) qualified to act as branch auditor within the provision of section 143(8) of the Act and to fixed their remuneration".

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

**Akash Jain
Joint Managing Director
DIN: 00049303
August 11, 2017, 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

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Notes:

- (i) The relevant Explanatory Statement and reasons in respect of proposed Special Business(es) pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
- (ii) **EVERY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.**
- (iii) **PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE ANNUAL GENERAL MEETING.**
- (iv) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (v) Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
- (vi) Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
- (vii) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 09, 2017 to, Saturday, September 16, 2017 (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 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- (xi) As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
- (xii) Pursuant to the requirements of Corporate Governance under Regulation 27 of SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015 entered into with the Stock Exchange(s), the brief resumes of all the Directors proposed to be re-appointed, nature of their expertise in



specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Corporate governance report in the Directors' Report forming part of the Annual Report.

- (xiii) Electronic copy of the Notice of the 32nd 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 32nd 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 32nd Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.cpiil.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@cpiil.com.
- (xv) Pursuant to the provisions of Section 124(5) of the Companies Act 2013, dividend for the Financial year ended **March 31, 2010**,

which shall be remained unclaimed or unpaid for a period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (IEPF) established under section 125 of the Companies act, 2013. Member(s) who have not encashed their dividend warrants so far for the financial year ended March 31, 2010 or any subsequent financial year are requested to make their claims to the office of the Registrar and Share Transfer Agents, Alankit Assignment Ltd, 1F/13, Jhandewalan Extension, New Delhi-110055. The dividend for the financial year ended March 31, 2010 will be transferred to the aforesaid account on or after December 4, 2017.

- (xvi) Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Alankit Assignment Ltd., Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 shall be transferred to the Investor Education Protection Fund.
- (xvii) The Board of Directors has not recommended any dividend for financial year ended on 31st March, 2017.
- (xviii) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to the register the same with Alankit Assignment Ltd., Registrar & Share Transfer Agent / NSDL (National Securities Depositories Ltd.) and CDSL (Central Depositories and Services Ltd.).
- (xix) As per the provisions of Section 152 of the Companies Act, 2013, The Company has received declarations from all the Independent Directors stating that they meet

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with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Mr. Gajraj Jain, Chairman Cum Managing Director and Mr. Akash Jain, Joint Managing Director being executive directors (whole-time directors) are not liable to be retire by rotation. Further, Mr. Prakash Goyal, Mr. Saurabh Jain & Mr. Jagdish Jhunjhunwala being independent directors are not liable to retire by rotation.

Brief resume pursuant to the Listing Obligation & Disclosure Requirement, the directors proposed to be appointed/re-appointed at the annual general meeting/nature of their expertise; specific functional areas and name of companies in which they hold directorship are given in the explanatory statement.

- (xx) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 79 of Listing Obligation & Disclosure Requirement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.

Voting through electronic means:

1. 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 32nd 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 32nd 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.epil.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, IIUF, NRI etc.) are required to send scanned copy (PDF/EPG format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail kksandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xiv) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The e-voting period commences on Wednesday September 13, 2017 (9:00 am) and ends on Friday September 15, 2017 (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 9th September, 2017, 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 Saturday, September 9, 2017. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 9, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (<http://www.epil.com/>).

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- VI. The facility for voting through remote e-voting / ballot paper / Polling 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 "Polling 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 9, 2017, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- VIII. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.cpil.com and on the website of NSDL and communicated to the BSE Limited where the shares of the Company are listed.

By order of the Board of Directors of
**CHANDRA PRABHU INTERNATIONAL
LIMITED**

Akash Jain
Joint Managing Director
DIN: 00049303
August 11, 2017; New Delhi



EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 7 of the accompanying Notice:

Item No 2

Appointment of Statutory Auditor

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s J P S & Co., Chartered Accountants (FRN 004086N) was appointed as the Statutory Auditors of the Company at the twenty ninth Annual General Meeting (AGM) of the Company held on September 30, 2014 for a term of three years to hold office till the conclusion of this AGM.

In view of the above, J P S & Co can continue as the Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on August 11, 2017, proposed the appointment of M/s Mittal Garg Gupta & Co., Chartered Accountants (FRN 016591N) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the thirty-seventh AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act). M/s Mittal Garg Gupta & Co. has given consent for their appointment as Statutory Auditors and has confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 2 of the Notice.

Item No 3

Appointment of Mr. Gajraj Jain (DIN: 00049199) as Director of the Company

Mr. Gajraj Jain, was appointed as an Additional Director by the Board of Directors of the Company w.e.f 17th April, 2017. As per the provisions of Section 161(1) of the Companies Act, 2013, he holds office of Additional Director only upto the date of the ensuing 32nd Annual General Meeting and is eligible for



appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Further, the Company has received from Mr. Gajraj Jain (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board of Directors recommends the resolution at Item No.3 for approval by members as an ordinary resolution.

Except Mr. Akash Jain (son) and Mrs. Hemlata Jain (wife) of Mr. Gajraj Jain, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution at the item no. 3 of accompanying notice.

Item No 4.

Appointment of Mr. Gajraj Jain as Chairman Cum Managing Director

Mr. Gajraj Jain, was appointed as an Additional Director and also appointed as Chairman Cum Managing Director by the Board of Directors of the Company at its meeting held on 17th April, 2017 in due compliance of Section 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 for a period of three year with effect from April 17, 2017 to April 16, 2020 at a total monthly remuneration of Rs 1,50,000/- (Rupees One Lac Fifty Thousand only), and on the other terms and conditions as set out herein below, commencing from April 17, 2017. This is subjected to shareholder's approval 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. Gajraj Jain and the material terms & conditions of the appointment are as follow:-

- a. Salary: Rs 1,50,000/- (Rupees One Lac Fifty Thousand 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 Chairman (Cum) Managing Director as stated above.

The board commends the resolution at item no.4 for approval by members as an ordinary resolution.



Except Mr. Akash Jain (son) and Mrs. Hemlata Jain (wife), Mr. Gajraj Jain, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution at the item no. 4 of accompanying notice.

Item No 5.

Approval for Change in Terms of Appointment of Mr. Akash Jain, Joint Managing Director

Mr. Akash Jain, was re-appointed as an Managing Director by the Board of Directors of the Company at its meeting held on **August 29, 2016** and his re-appointment was further approved by the members in the 31st Annual General Meeting held on **September 24, 2016**.

Post induction of Mr. Gajraj Jain as Chairman Cum Managing Director of the company w.e.f April 17, 2017, Mr. Akash Jain was further designated as Joint Managing Director of the company by the Board of Directors of the Company at its meeting held on April 17, 2017 and his remuneration was revised accordingly within the limit already approved by the shareholders in the previous general meeting.

1. Revise Salary:- Rs. 1, 00,000/- per month, for the remaining period of his tenure of office, with effect from April 17, 2017, subject to the approval of the Members in a General Meeting.
2. All other terms and conditions shall remain unchanged for his remaining tenure

The board commends the resolution at item no.5 for approval by members as an ordinary resolution.

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

Item No. 6.

Appointment of Mrs. Hemlata Jain (DIN: 00049212) as a Director (Woman) of the company

Mrs. Hemlata Jain (DIN: 00049212) was appointed by the Board of Directors of the Company in the Board Meeting dated 11th August, 2017 as an additional director (woman director) pursuant to section 161 of the Companies Act, 2013 and in due compliance of the provision of Section 149 of the Companies Act, 2013 and Rule 3 of Companies (Appointment & Qualification of Directors) Rules 2014 and other applicable provisions and Regulation 17 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 regarding appointment of woman director and she holds office of Additional Director only upto the date of the ensuing 32nd Annual General Meeting and is eligible for appointment as Director. The Company

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has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

The Company has received from Mrs. Hemlata Jain (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board of Directors recommends the passing of the resolution at item no.6 for approval by members as an ordinary resolution.

Except Mr. Gajraj Jain (husband) and Mr. Akash Jain (son) of Mrs. Hemlata Jain, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution at the item no. 6 of accompanying notice.

Item No 7.

Appointment of Branch Auditor

The Company has branches at Bokaro, Chandasi, Guwahati, Gurgaon and Kolkata and may also open/acquire 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.7 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. 7 of accompanying

Date-August 11, 2017

Place-New Delhi

Corporate Identification Number

(CIN) : L51909DL1984PLC019441

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

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

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

By order of the Board of Directors

Akash Jain

Joint Managing Director

DIN: 00049303

NOTICE**CHANDRA PRABHU INTERNATIONAL LTD.****Detail of Directors seeking Appointment/re-appointment at the Annual General Meeting**

Particulars	Mr. Gajraj Jain	Mr. Akash Jain	Mrs. Hemlata Jain
Date of Birth	11/04/1954	05/08/1976	05/06/1955
Date of Appointment	17/04/2017	Original date of appt- 24/06/2000 Date of Reappointment -24/09/2016	11/08/2017
Qualifications	Graduate	Commerce Graduate	Commerce Graduate
Expertise in specific functional areas	Wide experience in enterpreneur, Industrialist, rich business experience in overall management and supervision.	Wide experience in handling the multi product and multi locational business entities	Experience in general management & administration
Directorship held in other Companies (excluding Foreign Company)	<ul style="list-style-type: none"> • Katihar flour mills pvt ltd • Rishabh plastopack private limited • Trilok tirth media private limited 	<ul style="list-style-type: none"> • Pilot infrastructure private limited • Rishabh plastopack private limited • Alsan rubber & chemicals private limited • Zanskar advisors private limited • Alsan buildcon private limited 	N.A.
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investor Grievance Committee)	NIL	NIL	NIL
Number of shares held in the Company	NIL	345000 (9.33%)	646430 (17.48%)

BOARD'S REPORT**CHANDRA PRABHU INTERNATIONAL LTD.****BOARD'S REPORT**

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 2016-17 and to submit the 32nd Annual Report & Audited Balance Sheet as on 31st March, 2017 and Profit & Loss Account for the period ended on 31st March, 2017.

FINANCIAL RESULTS

	(Rs. In Lacs)			
	Stand alone		Consolidated	
	2016-2017	2015-2016	2016-2017	2015-2016
Turnover/ Income from operations	2826.52	3558.56	3720.58	4959.96
Other Income	167.30	147.46	172.76	158.55
Profit/(Loss) before tax, finance cost & depreciation	199.58	147.23	209.08	130.83
Finance Cost	67.77	37.04	98.68	82.77
Depreciation	14.72	19.51	19.59	25.59
Exceptional items (income)				
Profit/(Loss) before tax	117.09	90.68	90.81	22.46
Provision for Taxation	25.50	11.50	25.50	11.50
Tax Adjustments for earlier years	(1.29)	7.48	(1.06)	8.26
Deferred Tax	(.80)	(1.54)	(1.24)	(2.16)
Profit/(Loss) After Tax	93.67	33.24	67.61	4.87
Surplus brought forward from Previous Year	746.12	712.89	774.33	769.49
Profit available for appropriation	839.80	746.12	841.97	774.36
Surplus carried to Balance Sheet	839.80	746.12	841.97	774.36

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 2017.

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 Rs.2826.52 lacs. as against Rs. 3558.56 lacs in the previous year indicating a decline of about 21% over the last year. The year under review resulted in Net profit of 93.67 lacs which is mainly due to sale of investment by the company as compared to Net profit of Rs. 33.24 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 2016-17 is Rs. 3720.58 lacs as against Rs. 4959.96 lacs in previous year indicating a decline of about 25% over the last year.

HUMAN RESOURCE DEVELOPMENT

Human Resource is not only an integral part of any organisation but also drive 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 career 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 pulling 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, 2017 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, 2017. ARCPL is mainly engaged in the business of trading of rubbers. During the year under review, ARCPL registered revenue from operations of Rs. 894.06 lacs as compared to a revenue of Rs. 1401.40 Lacs in financial year 2015-16. There was a loss of Rs. (26.06 lacs) for the year under review as against loss of Rs. (28.37 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 - J'

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) 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 2016-17.

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 Jhunjhunwala 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.

BOARD'S REPORT

CHANDRA PRABHU INTERNATIONAL LTD.



Mr. Gajraj Jain has been appointed as Additional Director and further designated as Chairman Cum Managing Director of the Company w.e.f. April 17, 2017 for term of three years with effect from April 17, 2017 to April 16, 2020 and his appointment is recommended through the notice convening 32nd Annual General Meeting.

Mr. Akash Jain (DIN: 00049307) who was reappointed as Managing Director, by members in 31st Annual General Meeting of the company held on 24th September 2016 for a term of 3 years, effective from February 1, 2017 was further redesignated as joint Managing Director w.e.f. April 17, 2017.

Further Mrs. Sheetal Jain (DIN: 05149539) resigned from Directorship of Company on May 26, 2017. The Board of Director in their meeting held on August 11, 2017 has appointed Mrs. Harendra Jain as Additional director (Woman Director) and whose appointment is recommended through the notice convening 32nd Annual General Meeting.

There has been no other change in the key managerial personnel during the Financial year 2016-17.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

The Board of Directors of your Company, met 7 (Seven) times during the Financial year ended March 31, 2016, i.e. on 18th April, 2016, 30th May, 2016, 12th August, 2016, 29th August, 2016, 10th October 2016, 14th November, 2016, 10th February, 2017, 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 & Disclosure 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 threats 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 read with Regulation 18 of SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015. 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 thereunder, 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. The tenure of their appointment has expired and the name of M/s Mittal Garg Gupta & Co. Chartered Accountants has been recommended by the Audit Committee to the board in its meeting held on 13th August, 2017 after receiving their consent and eligibility criteria.

Therefore, the appointment of M/s Mittal Garg Gupta & Co. Chartered Accountants as the statutory auditor of the company from the conclusion of the 32nd annual general meeting (AGM) of the Company till the conclusion of the 37th AGM to be held in the year 2022, is being recommended by the board through the notice convening 32nd Annual General Meeting by the members at ensuing annual general meeting and further subjected to ratification of their appointment at every AGM of the company.

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 2016-2017. The Company has received consent from M/s.KKS & Associates, Company Secretaries, for their appointment. Further, his secretarial audit report 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

Despite of the depressed performance of the company in last few years the Company is optimistic to improve its overall performance with the existing trading portfolio of synthetic rubber, Coal, and agro products. And the company shall endeavor to capitalize further its trading portfolio.

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 Regulation 34(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges, the consolidated Financial Statements of the Company, including the financial detail of the subsidiary Company of the Company, forms part of this Annual Report. The Consolidated Financial Statements have been prepared in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India.

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 is no relationship between directors inter se during the Financial Year 2016-17 except Mr. Akash Jain, Joint Managing Director and Mrs. Sheetal Jain (Woman Director) wife of Mr. Akash Jain, however she resigned from directorship on May 26, 2017.

However as on date there is inter se relation between Mr. Gajraj Jain, who is father of Mr. Akash Jain, and husband of Mrs. Hemlata Jain Mr. Gajraj Jain was appointed as Chairman cum managing director(Additional) of the company w.e.f April 17, 2017). Also Mrs. Hemlata Jain, mother of Mr. Akash Jain and wife of Mr.Gajraj Jain, was appointed as Additional Woman Director on the Board of the company).

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 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, 2017, 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, Woman Director who holds 1,90,002 (5.14 %) Equity shares of the Company. However she has resigned from directorship on 26 May 2017 after the end of Financial Year i.e. 31st March 2017 but continues to holds equity shares of the company. Further Mrs. Hemlata Jain, one of the promoter holding 6,46,430 (17.48%) Equity shares of the Company was inducted as Woman Director (Additional).

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 44 of SEBI (Listing Obligation & disclosure Requirements) Regulations, 2015. 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. 3553 Lacs	
		Previous Year	Rs. 2111 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.

For and on behalf of the board of directors

Place : New Delhi
Date : August 11, 2017

Atash Jain
Joint Managing Director
DIN: 00049303

Prakash Goyal
Director
DIN: 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441
Registered Office:
14, Rani Jhansi Road, New Delhi-110055
Phone: 91-11-23516567, Fax: 91-11-23553898
Email: investor@cpil.com, Website: www.cpil.com

BOARD'S REPORT**CHANDRA PRABHU INTERNATIONAL LTD.****ANNEXURES****ANNEXURE-I****Form AOC-I**

(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	Algar Rubber & Chemicals Pvt. Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same i.e.01-04-2016 to 31-03-2017.
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	392,643
6.	Total assets	40,521,842
7.	Total Liabilities	15,129,201
8.	Investments	-
9.	Turnover	89,495,700
10.	Profit before taxation	(2,638,396)
11.	Provision for taxation	-
12.	Profit after taxation	(2,606,919)
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

BOARD'S REPORT

CHANDRA PRABHU INTERNATIONAL LTD.



Part "B": Associates and Joint Ventures

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

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

For and on behalf of the board of directors

Place : New Delhi
Date : August 11, 2017

Akash Jain
Joint Managing Director
DIN: 00049303

Prakash Goyal
Director
DIN : 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441
Registered Office:
14, Rani Bhansi Road, New Delhi-110055
Phone: 91-11-23516567, Fax : 91-11-23553698
Email: investor@cpil.com; Website: www.cpil.com

BOARD'S REPORT**CHANDRA PRABHU INTERNATIONAL LTD.****ANNEXURE-III****FORM NO. AUC-2**

[Pursuant to clause (h) of Sub-section (3) of Section 124 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	Wholly Owned Subsidiary	Payment against Trading Transaction	8.38	One Year	Against Trading Transaction	NIL
2.	Alsan Rubber & Chemicals Pvt Ltd	Wholly Owned Subsidiary	Amount Received Against Trading Transaction	32.63	One Year	Against Trading Transaction	NIL
3.	Mr. Akash Jain	Managing Director	Interest free temporary loan received	87.50	One Year	Temporary loan	NIL
4.	Mr. Akash Jain	Managing Director	Directors remuneration	14.00	(Up to Jan 2017, Rs. 1 Lac p.m.) & (Feb 2017 to March 2017, Rs. 2 Lac p.m.)	Remuneration as per resolution	NIL

For and on behalf of the board of directors

Place : New Delhi
Date : August 11, 2017

Akash Jain
Joint Managing Director
DIN: 08049303

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

BOARD'S REPORT**CHANDRA PRABHU INTERNATIONAL LTD.**

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: L51909DL1084PTC019441

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, Tel no. - 011-43012349
e-mail Id:- info@cpil.com, website:-www.cpil.com,

vi) Whether listed company Yes / No: Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: Atankit Assignments Ltd.
Corporate Office: Atankit 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	99611716	70%
2.	Agro Food Products		22.12%

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	U52100DL1995PTC068763	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 01.04.2016				No. of Shares held at the end of the year i.e. 31.03.2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									

BOARD'S REPORT

CHANDRA PRABHU INTERNATIONAL LTD.



(1) Indian									
a) Individual/HUF	2293092	0	2293092	62.009	2293092	0	2293092	62.009	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1)-	2293092	0	2293092	62.009	2293092	0	2293092	62.009	0
(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)	2293092	0	2293092	62.009	2293092	0	2293092	62.009	0
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.	67243	500	67743	1.833	81117	500	81917	2.215	39
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	839646	89615	929261	25.129	772943	89115	862058	23.311	(1.82)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	396740	0	396740	10.729	457933	0	457933	12.783	1.66
c) Others (specify)									
(i) Non Resident Indians	11164	0	11164	0.302	3000	0	3000	.081	(.22)
Sub-Total (B)(2)	1314793	90115	1404908	37.991	1315293	89615	1404908	37.991	0
Total Public Shareholding (B)-(B)(1) (B)(2)	1314793	90115	1404908	37.991	1315293	89615	1404908	37.991	0
C. Shares held by									
Consent for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A)+(B)+(C)	3607885	90115	3698000	100	3608385	89615	3698000	100	0

BOARD'S REPORT

CHANDRA PRABHU INTERNATIONAL LTD.



ii) Shareholding of Promoters

SR. No.	Shareholder's Name	Share holding at the beginning of the year i.e. 01.04.2016			Share holding at the end of the year i.e. 31.03.2017			
		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	100000	2.704	0	100000	2.704	0	0
2.	Akash Jain	345000	9.329	0	345000	9.329	0	0
3.	Gajraj Jain (HUF)	181350	4.904	0	181350	4.904	0	0
4.	Hemfate Jain	646430	17.481	0	646430	17.481	0	0
5.	Piyush Jain	345000	9.329	0	345000	9.329	0	0
6.	Anil Jain	140000	3.786	0	140000	3.786	0	0
7.	Sheetal Jain	190002	5.138	0	190002	5.138	0	0
8.	Vikas Jain	345310	9.338	0	345310	9.338	0	0
TOTAL		2293092	62.009	0	2293092	62.009	0	0

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. 01.04.2016		Date	Reason	Increase/ Decrease in Shares	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	Abhash Jain	100000	2.704	01.04.2016	Nil movement during the year			
				31.03.2017			100000	2.704
2.	Akash Jain	345000	9.33	01.04.2016	Nil movement during the year			
				31.03.2017			345000	9.33

BOARD'S REPORT

CHANDRA PRABHU INTERNATIONAL LTD.



3.	Gajraj Jaisi (H.U.30)	181350	4.9	01.04.2016	Nil movement during the year			181350	4.9
				31.03.2017					
4.	Hemlata Jain	646430	17.48	01.04.2016	Nil movement during the year			646430	17.48
				31.03.2017					
5.	Piyush Jaisi	345000	9.33	01.04.2016	Nil movement during the year			345000	9.33
				31.03.2017					
6.	Aditi Jaisi	140000	3.786	01.04.2016	Nil movement during the year			140000	3.786
				31.03.2017					
7.	Sheetal Jain	190002	5.14	01.04.2016	Nil movement during the year			190002	5.14
				31.03.2017					
11.	Vikas Jain	345310	9.34	01.04.2016	Nil movement during the year			345310	9.34
				31.03.2017					
TOTAL		2293092	62.009					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 01.04.2016		Cumulative Shareholding at the end of year 31.03.2017	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1.	Dheeraj Kumar Lodha	71610	1.936	113108	3.059
2.	Manish Kucheria	61025	1.65	61025	1.65
3.	Mita Dipak Shah	-	-	55078	1.489
4.	Priyav Gupta	38318	1.036	38318	1.036
5.	Seema Kucheria	38000	1.028	38000	1.028
6.	S. C. Khosla	30215	0.817	30215	0.817
7.	Reena Khelan	30000	0.811	30000	0.811
8.	Master Capital Services Ltd.	-	-	28901	0.782
9.	Kaveri Kucheria	20000	0.541	20000	0.541
10.	Vikas Lujas	15700	0.425	15700	0.425

*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 shareholders.

f) **Shareholding of Directors & Key Managerial Personnel:**

SR.No.	Name of Director/ Key/Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2016		Date	Reason	Purchase /Sale during the year		Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of shares	% of total Shares of the Company			No. of Shares		No. of shares	% of total Shares of the Company
01.	Akash Jaisi	345000	9.33	01.04.2016	Nil movement during the year	0		345000	9.33
				31.03.2017					
02.	Sheetal Jain	190002	5.14	01.04.2016	Nil movement during the year	0		190002	5.14
				31.03.2017					
TOTAL		535002	14.47					535002	14.47

BOARD'S REPORT

CHANDRA PRABHU INTERNATIONAL LTD.



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	1,08,85,534	NIL	NIL	1,08,85,534
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	1,08,85,534	NIL	NIL	1,08,85,534
Change in Indebtedness (Principal) during the financial year				
• Addition	66,09,77,860	8,82,06,154	NIL	74,91,84,014
• Reduction	(60,21,93,284)	(7,24,35,411)	NIL	(67,46,28,735)
Net Change	5,87,84,576	1,57,70,713	NIL	7,45,55,289
Indebtedness at the end of the financial year				
i) Principal Amount	6,96,70,110	1,57,36,000	NIL	8,54,20,110
ii) Interest due but not paid	NIL	20,713	NIL	20,713
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	6,96,70,110	1,57,70,713	NIL	8,54,40,823

- 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	14,00,000/-	14,00,000/-
	(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)	14,00,000/-	14,00,000/-
	Ceiling as per the Act		

BOARD'S REPORT**CHANDRA PRABHU INTERNATIONAL LTD.****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

Place : New Delhi
Date : August 11, 2017

Akash Jain
Joint Managing Director
DIN: 00049303

Prakash Goyal
Director
DIN : 02598736

Corporate Identification Number (CIN): T.51909DL1984PLC019441
Registered Office:
14, Rani Hansi Road, New Delhi-110053
Phone: 91-11-2355656, 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, 2017**

(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, 2017 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, 2017 according to the applicable provisions of:

- i. 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, 2015;
 - 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.
 - c. The Rubber Act, 1947 and the Rubber Rules, 1955

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.

BOARD'S REPORT

CHANDRA PRABHU INTERNATIONAL LTD.



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

Krishna Kumar Singh
Proprietor
FCS No: 8493
CP No: 9760

Place : New Delhi
Date : August 11, 2017

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 the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KKS & Associates
Company Secretaries

Krishna Kumar Singh
Proprietor
FCS No: 8493
CP No: 9760

Place : New Delhi
Date : August 11, 2017

**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 2016-17, The Indian Economy grew by 7.2 percent in the current fiscal as against 7.9 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.

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

Coal

In India's energy sector, coal accounts for the majority of primary commercial energy supply. Coal will continue to be a dominant commercial fuel two decades from now and beyond, despite our nuclear energy programme, development of natural gas supplies, increased hydropower generation, and emphasis on renewables.

The Indian coal industry aspires to reach the 1.5 billion tonne (BT) mark by FY 2020. In forthcoming years, the industry will naturally need to focus on building on the success, and be on track for reaching the FY 2020 goal. One of the primary goals of the Government of India is to ensure that it is able to meet the country's power generation needs. Another aim is to lower the country's reliance on coal imports by boosting the coal production quickly

The government expects that by 2017-19, it will not have to import coal, except to feed power plants located along the coast. Coal imports have shrunk by around 9% this year, according to the government, which is a positive trend. The success of coal block auctions carried out by the new government has proved that its decision to conduct a fair and transparent bidding for coal mines has benefited the country in a big way. India's investment in new coal-fired generation capacity will support an increase in coal use. India has plans to almost double its production to one billion tonnes by 2020 to meet its growing requirements.



Despite of the fact that significant fall in coal business of the company during the year under review, the company relying its core strength in the field of coal and the fact that growing industry demand mainly by power, Steel & Cement sector and the increasing government support that will boost the coal production in the country and anticipation 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., will regain its business momentum in coal.

Rubber

Natural rubber and synthetic rubber are both used in tyre manufacturing. The Company deals mainly in synthetic rubber. The much faster growth in Synthetic rubber consumption in the general goods sector 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. India becomes not only a regional base for small car production, but also an exports hub to other emerging markets. The automotive sector has been contributing its share. 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 witnessed a gradual recovery in 2016-17 following two years of demand slowdown. The automotive production data 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 2017-18.

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.

Agro Food Products

The Company during the year has diversified its operations and has entered into the business of trading of Agro Food Product. During the year under review the company has mainly focused on import of Pulses and spices and its supplies in domestic market. It is generally the policy of the Government that import duties should be low for those sensitive essential products where there is a large domestic shortfall in production. The Company is building up its network to play a significant role in this segment.

Business Outlook and Overview:

Apart from trading of coal and rubber and with the company's entry into agro food culture business, the management of your company is confident to maintain the growth momentum and overall improvement, by increasing its network and source of supplies. The company shall endeavor to revive its coal business in future to exploit the opportunities in the power Sector, followed by steel and cement sectors are very promising.



Further, keeping in view the growth potential, the company is also exploring to canalize with the tyre manufactures, apart from footwear, cycle tyres, Rubber hoses, cots and aprons, Belts and bellings 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.

In light of India's large population, rising income levels and eating habits, increasing per capita consumption, leading to higher spending and resulting in rising consumption of food products, including spices, beans, and other seasonal crops. The Company is optimistic about increase in demand for Agro based product and expects to improve its performance. Agro Food products are very price sensitive and competitive and also depend upon the governmental policies.

For and on behalf of the board of directors

Place : New Delhi
Date : August 11, 2017

Akash Jain
Joint Managing Director
DIN: 00049303

Prakash Goyal
Director
DIN : 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441

Registered Office:

14, Rani Jhansi Road, New Delhi-110055
Phone: 91-11-2351656, Fax : 91-11-23553698
Email: investor@cpil.com; Website: www.cpil.com



REPORT ON CORPORATE GOVERNANCE

The Corporate Governance Report, FY 2016-17, which forms a part of Board's Report, is prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). This report is for compliance with the Listing Regulations.

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 regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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 Companies Act, 2013. 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.

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, 2017 have been made by the Directors. As on March 31, 2017, none of the Directors are related to each other except Mr. Akash Jain, Managing Director who is husband of Mrs. Sheetal Jain, Woman Director who resigned w.e.f 26th May, 2017.

However as on the date of this report, Mr. Gajraj Jain who is father of Akash Jain and husband of Mrs. Hemlata Jain 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 apprised 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, 2017 in respect of each Director is given herein below:

Name of Director	Category	Attendance particulars		Other Directorships	No. of Committee positions held in other public limited companies*	
		at Board Meetings held during 2016-2017			Chairman	Member**
		Held	Attended			
Managing Director Mr. Akash Jain	Promoter & Executive	7	7	Yes	6	-
Directors Mr. Prakash Goyal	Independent Non-Executive	7	7	Yes	2	1
Mr. Jagdish Jhunjhunwala	Independent Non-Executive	7	7	Yes	2	-
Mr. Nishant Goyal	Independent Non-Executive	7	4	-	1	-
Mrs. Sheetal Jain	Woman Director Promoter & Non-executive	7	5	-	1	-



No. of other Directorships indicated above is inclusive of Directorship of Private Limited companies.

* Only Audit Committee, Stakeholders' Relationship Committee & Nomination & Remuneration Committee is reckoned for this purpose.
 1st Membership in a Committee is inclusive of Chairmanship held by the Director.

(B) Date and No. of Board Meetings held

During the Financial year ended March 31, 2017, the Board met 7 (Seven) times on 18th April, 2016, 30th May, 2016, 12th August, 2016, 29th August, 2016, 10th October 2016, 14th November, 2016, 10th February, 2017.

3. COMMITTEES OF THE BOARD

1. 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 2016-17, attendance of Directors at committee meetings is shown below:

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

(B) Meeting / Attendance

During the financial year ended 31st March 2017 the Audit Committee of the company met four times. The dates of the meetings were 30th May, 2016, 12th August, 2016, 14th November, 2016 and 10th February, 2017.

The requisite quorum was present at all meetings.

The Company Secretary functions as the Secretary of the Committee.

The Minutes of the Meetings of the Audit Committee are discussed and taken note of by the Board of Directors.

The Chairman of the Audit Committee was present at the 31st Annual General Meeting of the Company held on September 24th, 2016 to answer member queries.

(C) Terms of Reference:

In accordance with Section 177(1) of the Companies Act, 2013 and as per the requirements of SEBI (Listing Obligation & Disclosure requirements) Regulations, 2015, 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 required 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.

Extract of Terms of Reference:-

- Review of financial reporting process.
- Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the board for approval.
- Evaluation of internal financial controls and risk management systems.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.



The Company through its Board of Directors has constituted Nomination and Remuneration Committee (hereinafter referred as "NRC") in terms of Regulation 19 (1) of the Listing Regulations. The terms of reference of NRC include the matters specified under Regulation 19 (4) the Listing Regulations as well as in Section 178 of the Act.

- (A) The Remuneration Committee consists of three non-executive Independent Directors during the financial year 2016-17 and at present the composition of the Nomination and remuneration committee is as under :

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

- (B) Meeting / Attendance

During the financial year ended 31st March 2017 the Audit Committee of the company met four times. The dates of the meetings were 30th May, 2016, 12th August, 2016, 14th November, 2016 and 10th February, 2017.

- (C) Terms of Reference:

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

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

- 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;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- 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.

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.

- (D) Directors Remuneration:

Details of remunerations paid to the Directors are given in MCI-9 Annexure III to Board's report.

The remuneration paid to the Managing Director was duly recommended by the NRC and approved by the Board of Directors. The members have also accorded their approval to the said remuneration vide a Ordinary resolution passed at the Annual General Meeting on September 24, 2016 for Mr. Akash Jain .

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	14,00,000/-PA	NIL

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



As per Regulation 19(3) of the Listing Regulations, the Chairman of the NRC shall be present at the Annual General Meeting (AGM) to answer shareholders' queries. Mr. Prakash Goyal, the Chairman of the NRC has attended the Annual General Meeting of the Company held on September 24, 2016, to answer the queries of the shareholders.

The Company Secretary functions as the Secretary of the Committee.

The NRC reviews the remuneration payable to the MD/WH/KMP and Commission payable to the Non-Executive Directors and recommends it to the Board.

The NRC has formulated a Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel (SMP).

(E) Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that were evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

III. 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.
- Monitor expeditious redressal of investor grievance matters received from Stock Exchanges, SEBI, ROC, etc.
- Monitor 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/debitures.

The Shareholder's grievance committee met on 30th May, 2016, 12th August, 2016, 14th November, 2016 and 10th February, 2017 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.

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, 2017 were NIL.

Ms. Mansi Mehra, Company Secretary & Compliance Officer has been designated as compliance officer to monitor the share transfer process and liaison with the regulatory authorities.

4. INDEPENDENT DIRECTORS MEETING:

As per Regulation 17(1) Listing Obligation & Disclosure Requirements Agreement, as well as pursuant to Section 149(3) 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 10th February, 2017 :-

- (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.

5. DETAILS ON GENERAL BODY MEETINGS

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

Name	Date & Time	Venue
31st Annual General Meeting	24th September, 2016 & 10.00AM	3rd Floor, 14 Rani Jhansi Road, New Delhi-110055
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, Sanit Nagar, Buzari, Delhi-110084



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

(C) Special Resolutions:-N/A

(D) Postal Ballot :-

During the year under review, the Company has not passed any resolution through Postal Ballot in accordance to the procedure prescribed in Section 110 of the Companies Act, 2013 Act read with the Companies (Management and Administration) Rules, 2014.

Procedure of Postal Ballot:

- i. Appointment of Scrutinizer who is not in the employment of the Company.
 - ii. Notice of postal ballot along with the explanatory statement to shareholders by following modes:
 - a. By registered post or speed post or,
 - b. Through electronic means like registered email id or,
 - c. Through courier service for facilitating the communication of the assent or dissent of the shareholder to the resolution within period of (30) thirty days.
- Advertisement in one English newspaper and in one vernacular language newspaper in the principal vernacular language of the district in which the registered office of the company is situated.
 Notice should also be placed on the website of the Company.
 Declaration of results by the Scrutinizer after following due process.

Proposed Postal Ballot:

The Company does not have any plans to pass any resolution through postal ballot.

6. 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 Hasi Bhasini or Awam-e-hindi (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.

7. GENERAL SHAREHOLDER INFORMATION:

I	Date, Time & Venue of AGM	The 12 th Annual General Meeting of the Members of the Company is Scheduled to be held on Saturday, the 16 th day of August, 2017 at 09:30 A.M. at Rana Apartment, Plot No. 547, Gali No-2, Kapashera, Rijwasan Road, New Delhi-110037
II	Financial Calendar	
	Financial Year	April 01, 2017 to March 31, 2018
	First Quarter Results	By 11 th August, 2017
	Second Quarter Results	By 10 th of November, 2017
	Third Quarter Results	By 10 th of February, 2018
	Fourth Quarter & Annual Year Ended March 31, 2018	By 30 th of May, 2018
III	Book Closure	The register of Member will remain closed for transfer from 9 th Day of September, 2017 (Saturday) till 16 th Day of September, 2017 (Saturday)
IV	Listing	The Company's Share are listed and traded on Bombay Stock Exchange 1 st Floor, New Trading Ring, Rounda Building, P J Towers, Dalal Street, Fort, Mumbai- 400 001
V	Stock Code	530309(BSE)



VI	ISIN No.(Demat No.) NSDL & CDSL	INE 368101017
VII	Registrar and Share Transfer Agents:	Alankit Assignment Ltd. 2F/13, Mandawala 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 2016-17)	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, 2016	17.25	13.25
May, 2016	15.00	11.65
June, 2016	18.25	12.15
July, 2016	18.40	16.60
August, 2016	18.00	14.80
September, 2016	10.00	12.10
October, 2016	26.90	19.00
November, 2016	22.85	16.00
December, 2016	21.50	16.00
January 2017	26.75	14.60
February 2017	26.00	19.60
March 2017	23.95	17.60

(X) SHARE TRANSFER SYSTEM

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

(XI) Distribution of Share holding :

(A) Distribution of Share holding as on 31st March, 2017

No. of Shares held	Shareholders		No. of Shares	
	Number	% to Total	Shares	% to Total
Upto 5000	1247	74.581	226921	6.106
5001 - 10000	200	11.962	172995	4.678
10001 - 20000	124	7.416	193687	5.238
20001 - 30000	35	2.093	89075	2.409
30001 - 40000	14	0.837	49820	1.347
40001 - 50000	11	0.658	55000	1.487
50001 - 100000	18	1.077	130576	3.531
100000 and above	23	1.376	277926	75.174
Total	1672	100	3698000	100

(B) Shareholding Pattern as on 31st March, 2017 :

Categories	No. of Shares	% of Shareholding
Indian Promoters	2293092	62.009
Persons Acting in Concert	0	0
Institutional Investors	0	0
Corporate Bodies	81917	2.215

REPORT ON CORPORATE GOVERNANCE**CHANDRA PRABHU INTERNATIONAL LTD.**

Indian Public	1319991	35.695
Non Resident Indians	3000	0.082
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, 2017 36, 08,385 Equity Shares of the Company have been dematerialized representing 97.58 % 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, 2017. A declaration to this effect forms part of the report.

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

Registered Office:

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

Ph: 011-43012349

Fax: 011 23553698

E-mail: investorgrievance@cpil.com, cs@cpil.com

OR

Registrar & Transfer Agent :

Alankit Assignment Ltd.
2F/21, Bhundewalan Extension,
New Delhi- 110 055

Ph : 011- 42541234/23541234

Fax: 011- 23552001

E-mail: info@alankit.com

8. DISCLOSURES:**I. 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.

II. 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.

III. WHISTLE BLOWER POLICY (VIGIL MECHANISM):

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.

**IV. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENT**

As per Regulation 5 of SEBI (LODR) Regulations, 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.

V. 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.

VI. 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.

VII. OTHER DISCLOSURES

- **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.

- **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 is no relationship between directors inter se during the Financial Year 2016-17 except Mr. Akash Jain, Joint Managing Director and Mrs. Sheetal Jain (Woman Director) wife of Mr. Akash Jain, however she resigned from directorship on May 26, 2017.

However as on date there is inter se relation between Mr. Gajraj Jain, who is father of Mr. Akash Jain, and husband of Mrs. Hemlata Jain (Mr. Gajraj Jain was appointed as Chairman cum managing director (Additional) of the company w.e.f April 17, 2017). Also Mrs. Hemlata Jain, mother of Mr. Akash Jain and wife of Mr. Gajraj Jain, (Mrs. Hemlata Jain appointed as Additional Woman Director on the Board of the company).

- **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.

**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.

Declaration-Code of Conduct

All the Board members and the senior management personnel have, for the financial year ended 31st March, 2017 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
Joint Managing Director

Place : New Delhi
Date : August 11, 2017

By order of the Board of Directors

Corporate Identification Number (CIN): L51909DL1984PLC019442

Akash Jain
Joint Managing Director
DIN: 00049303

Registered Office: 14, Ranj 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 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, 2017, 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

Place : New Delhi
Date : August 11, 2017

Anur Singh
Chief Financial Officer

Akash Jain
Joint Managing Director
DIN:-00049303

**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, 2017 as stipulated is :-

- Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the period April 1, 2016 to March 31, 2017 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 April 1, 2016 to March 31, 2017.

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

Place : New Delhi
Date : August 11, 2017

J. C. Verma
Partner
M. No. 83210

Report on the Standalone Financial Statements



J P S & CO
Chartered Accountants
Firm Registration No. 001086N



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Mob. 9810006410
e-mail : jpsasms1432@yahoo.co.in
S. Tax Regn. No. AADPEJ1745LS1001
PAN No. AADPEJ17451

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, 2017, 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



J P S & CO
Chartered Accountants
Firm Registration No. 084086N



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S. Tax Regn. No. AADP1745LST001
PAN No. AADPJ1745L

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, 2017;
- 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.



J P S & CO
Chartered Accountants
Firm Registration No. 004086N



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New Delhi - 110003
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e-mail : jpsca1412@yahoo.co.in
S. Tax Regn. No. AADPJ17451STDM
PAN No. AADPJ1745L

- e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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:
- The Company does not have any pending litigations on its financial position.
 - The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - There was no amount which was required to be transferred, to the Investor Education and Protection Fund by the Company.
 - The company has provided requisite disclosures in its standalone financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer Note 34 to the standalone financial statements.

For J P S & CO
Chartered Accountants
FIRN 004086N

C A J C Verma
Partner
M. No. 083208

Place : New Delhi
Dated: 26th May, 2017



J P S & CO
Chartered Accountants
Firm Registration No. 014086N



204, Pashpa Complex, T-1512/1,
Bhiksha Pitamah Marg, Wazir Nagar,
New Delhi - 110003
Mob. 9818406110
e-mail : jpsarma1412@yahoo.co.in
S. Tax Regn. No. AADPJ17451.5T401
PAN No. AADPJ17451.

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, 2017 in conjunction with our audit of the financial statements of the Company for the year ended 2017 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.

**J P S & CO**Chartered Accountants
Firm Registration No. 081006N201, Pashpa Complex, T-1512/1,
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New Delhi - 110003
Mob. 9820006118
e-mail : jpsverma1412@yahoo.co.in
S. Tax Regn. No. AADPJ17451ST001
PAN No. AADPJ37451.**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, in 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, 2017, 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
Firm 081006NPlace : New Delhi
Dated: 26th May, 2017**C A J C Verma**
Partner
M. No. 083210



J P S & CO
Chartered Accountants
Firm Registration No. 00108624



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Mob. 9810006118
e-mail : jps@jps1412@yahoo.co.in
S. Tax Regn. No. AADHJ17451.S7001
PAN No. AADPJ1745L

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 explanation given to us, the company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. According the provision of clause 3(ii)(d)(i) and (c) are not applicable to the company.
- 4 In our opinion and according to the information and explanations given to us, the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, are not applicable to the company.
- 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.



J P S & CO
Chartered Accountants
Firm Registration No. 00408624



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S. Tax Regn. No. AADPJ17451.8T401
PAN No. AADPJ1745T.

- 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, customs 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 2017.
 - 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, 2017 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.

INDEPENDENT AUDITORS' REPORT**CHANDRA PRABHU INTERNATIONAL LTD.**

J P S & CO
Chartered Accountants
Firm Registration No. 004086N



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S. Tax Regn. No. AADEFJ1745LST001
PAN No. AAJDE1745T

- 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. 063230

Place : New Delhi
Dated: 26th May, 2017

BALANCE SHEET

CHANDRA PRABHU INTERNATIONAL LTD.



Balance Sheet as at 31st March, 2017

Particulars	Note	Amount in ₹	
		As at 31st March, 2017	As at 31st March, 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	36,980,000	36,980,000
(b) Reserves and Surplus	4	87,968,918	78,601,733
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	85,893	404,982
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions	6	415,529	351,580
(3) Current Liabilities			
(a) Short-Term Borrowings	7	69,262,658	9,854,050
(b) Trade Payables	8	64,586,935	82,390,768
(c) Other Current Liabilities	9	33,482,557	12,846,757
(d) Short-Term Provisions	10	2,610,637	1,196,543
Total		295,393,127	222,626,413
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	11	3,955,998	5,359,140
(b) Non-current investments	12	6,100,000	10,859,738
(c) Deferred tax assets (net)	13	1,077,520	997,874
(d) Long term loans and advances	14	5,952,103	8,338,533
(e) Other non-current assets		-	-
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories	15	125,235,713	26,763,134
(c) Trade receivables	16	136,154,199	132,677,842
(d) Cash and cash equivalents	17	8,986,434	20,346,814
(e) Short-term loans and advances	18	8,311,398	13,655,571
(f) Other current assets	19	1,819,762	3,627,781
Total		295,393,127	222,626,413

Significant Accounting Policies and Notes to Accounts

1 to 54

As per our Report of even date.

FOR J P S & CO

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No : 083210

Place: New Delhi

Dated: 26th May, 2017

For Chandra Prabhu International Limited

Akash Jain

Joint Managing Director

DIN - 06049923

Prakash Goyal

Director

DIN - 02598736

Mansi Mehra

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, 2017

			Amount in ₹	
S No	Particulars	Note	For the Year ended 31st March, 2017	For the Year ended 31st March 2016
I	Revenue from operations	20	282,652,184	355,850,814
II	Other Income	21	16,730,283	14,745,825
III	Total Revenue (I +II)		299,382,467	470,596,639
IV	Expenses:			
	Purchase of Stock-in Trade	22	362,695,127	323,353,886
	Changes in inventories of Stock-in Trade	23	(96,472,579)	25,440,463
	Employee Benefit Expense	24	4,104,183	3,216,626
	Financial Costs	25	6,776,898	3,703,780
	Depreciation	31	1,471,943	1,951,355
	Other Expenses	26	3,057,512	7,839,533
	Total Expenses		287,673,184	365,533,643
V	Profit before exceptional and extraordinary items and tax	(III - IV)	11,708,983	5,067,996
VI	Exceptional Items			
VII	Profit before extraordinary items and tax (V - VI)		11,708,983	5,067,996
VIII	Extraordinary Items			
IX	Profit before tax (VII - VIII)		11,708,983	5,067,996
X	Tax expense:			
	(1) Current tax		2,550,000	1,150,000
	(2) Previous year tax Adjustment		124,560	148,882
	(2) Deferred tax Assets		79,646	154,481
XI	Profit/(Loss) from the profit from continuing operations	(IX - X)	9,367,189	3,323,594
XII	Profit/(Loss) from discontinuing operations			
XIII	Tax expense of discontinuing operations			
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)			
XV	Profit/(Loss) for the period (XI + XIV)		9,367,189	3,323,594
XVI	Earning per equity share:			
	Basic & Diluted	27	2.53	0.90
As per our Report of even date,				
FOR JFS & CO				
Chartered Accountants				
FRN: 004086N				
			Akash Jain	Prakash Goyal
CA J C Verma			Joint Managing Director	Director
Partner			FIN-00319303	DIN-02598736
M No : 083210				
Place: New Delhi			Mansi Mehta	Amar Singh
Date: 30th May, 2017			Company Secretary	Chief Financial Officer

As per our Report of even date,

FOR JPS & CO

Chartered Accountants

CRN: 004086N

CA J. C. Verma

Partner

M No : 083210

Place: New Delhi

Date: 30th May, 2017

Akash Jain
Joint Managing Director
DIN - 00549303

Mansi Mehta
Company Secretary

Prakash Goyal
Director
DIN - 02598736

Amay Singh
Chief Financial Officer

CASH FLOW STATEMENT

CHANDRA PRABHU INTERNATIONAL LTD.



		Amount in ₹	
Particulars		For the year Ended 31st March, 2017	For the year Ended 31st March, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		11,708,983	5,067,996
Adjustments for:			
Depreciation		1,471,943	1,051,355
Interest Expense		4,861,162	2,142,880
Other Income		(5,101,010)	(3,501,759)
Profit on Sale of Shares		(9,524,535)	(5,244,064)
Exchange difference on translation of foreign currency cash and cash equivalents		(2,104,738)	993,695
Dilatation in value of Investments		-	-
Operating profit before Working Capital change		1,301,795	(4,590,699)
Adjustments for:			
(Increase)/Decrease in Inventories		(96,472,579)	25,140,463
(Increase)/Decrease in Trade Receivable		(3,376,357)	(43,656,939)
(Increase)/Decrease in Other Current Assets		1,808,005	(1,274,387)
(Increase)/Decrease in Long Term Loans & Advances		2,386,430	(371,062)
(Increase)/Decrease in Short Term Loans & Advances		5,344,173	46,482,640
Increase/(Decrease) in Trade Payable		(17,803,833)	36,010,715
Increase/(Decrease) in Other Current Liabilities		20,635,804	(14,629,767)
Increase/(Decrease) in Short Term Provision		1,414,004	1,152,030
(Decrease)/ Increase in Long Term Provision		63,949	20,580
Cash Generated from Operations		(84,698,523)	44,380,791
Direct Taxes paid		(2,421,440)	(1,894,882)
NET CASH FLOWS FROM OPERATING ACTIVITIES	[A]	(87,119,963)	42,485,912
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(68,800)	(2,004,743)
Purchase of Investments		(1,887,466)	(8,738,740)
Sale of Investments		16,271,734	9,121,078
Interest Received		5,101,010	9,561,739
NET CASH FLOWS FROM INVESTING ACTIVITIES	[B]	19,416,478	7,861,344
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds/(Repayment) from Long Term Borrowing		(319,089)	67,177
Proceeds/(Repayment) from Short Term Borrowings		59,408,604	(37,584,950)
Interest Paid		(4,861,152)	(2,142,880)
NET CASH FLOWS FROM FINANCING ACTIVITIES	[C]	54,238,367	(39,660,653)
Exchange difference on translation of foreign currency cash and cash equivalents		2,104,738	(993,695)
Net (increase)/(decrease) in cash and cash equivalents	[A+B+C]	(13,465,318)	10,702,003
Cash and cash equivalents at the beginning of the year		20,346,814	10,637,006
Cash and cash equivalents at the end of the year		8,886,434	20,346,814
As per our Report of even date.			
FOR J P S & CO		For Chandra Prabhu International Limited	
Chartered Accountants			
PIN: 004086N			
CA J C Verma		Akash Jain	Prakash Goyal
Partner		Joint Managing Director	Director
M No : 083230		DIN -08049303	DIN -02508136
Place: New Delhi		Mansi Mehra	Anur Singh
Dated: 26th May, 2017		Company Secretary	Chief Financial Officer

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Policies Forming Part of Financial Statement for the year ended 31st March, 2017

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, Coal and Agga products.

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 Property Plants and Equipment

Cost Model is being used for Tangible fixed assets. Depreciation is being provided on the useful life of the assets as provided in Schedule II of the Companies Act, 2013

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

4 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.

5 Investments

All long-term unquoted investments are valued at cost.

6 Inventories

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

Inventory of shares is valued at cost.

7 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/debited 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 recognized in the statement of Profit & Loss.

8 Revenue Recognition

Revenue is recognised in 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.

9 Employee Retirement Benefits

1. Provident Fund

The eligible employees of the company are entitled to receive benefits 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 recognized 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 immediately in the statement of profit & loss.

3. *Compensated Absences*

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

4. *Employee Pension Scheme*

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

5. *Other Employee Benefits*

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

10. **Taxation**

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

Deferred tax is recognised 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.

11. **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.

12. **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.

13. **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.

14. **Provisions, Contingent Liabilities and Contingent Assets**

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

Contingent liabilities are recognised 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 having a

Contingent Assets are not recognized in the Financial Statements.

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Chandra Prabhu International Limited

Note No. 2

Notes on accounts for the year ended March 31, 2017

Figures have been rounded off to the nearest rupee.

Note 3

Share Capital

S No	Particulars	Amount in ₹	
		As at 31.03.2017	As at 31.03.2016
1	Authorized Equity Shares ₹ 10 par value 5000000(5000000) Equity Shares	50,000,000	50,000,000
2	Issued, Subscribed and Paid-up Equity Shares ₹ 10 par value 36,980,000(36,980,000) 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, 2017 and March 31st, 2016 is set out below:

S No	Particulars	As at 31.03.2017	As at 31.03.2016
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

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

Name of Shareholder		As on 31.03.2017	As on 31.03.2016
Akash Jain	No. of shares	345000	345000
	% held	9	9
Vikas Jain	No. of shares	345310	345310
	% held	9	9
Vishal Jain	No. of shares	345000	345000
	% held	9	9
Hemanta Jain	No. of shares	646430	646430
	% held	17	17
Sheena Jain	No. of shares	190002	190002
	% held	5	5

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Chandra Prabhu International Limited

Note : 4

Reserve & Surplus

Amount in ₹

S No	Particulars	As at 31.03.2017	As at 31.03.2016
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	74,612,437	71,288,848
	Add: Net Profit after tax	9,367,189	3,323,594
	Amount available for appropriation	83,979,627	74,612,442
	Appropriations:		
		83,979,627	74,612,442
	Surplus - Closing Balance	83,979,627	74,612,442
	Total	87,968,918	78,601,733

Note: 5

Long Term Borrowings

Amount in ₹

S No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Secured Loans		
	- From Bank (Vehicle Loan)	85,893	404,982
	Total	85,893	404,982

Secured against vehicle financed

Note: 6

Long Term Provisions

Amount in ₹

S No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Provisions for employee benefits		
	Gratuity Obligation	415,529	351,580
	Total	415,529	351,580

Note: 7

Short Term Borrowings

Amount in ₹

S No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Loan Repayable on Demand		
	- From Bank (Secured - see footnote)*	69,262,658	9,854,050
	Total	69,262,658	9,854,050

**Secured Loan from banks consist of overdraft facilities. These are secured against the Stock in Trade and Bank Debt.*

Note: 8

Trade Payable

Amount in ₹

S No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Other than Micro Enterprises and Small Enterprises		
	Foreign Creditors	61,324,140	82,390,768
	Indian Creditors	3,262,795	-
	Total	64,586,935	82,390,768

NOTES**CHANDRA PRABHU INTERNATIONAL LTD.**

Repayment Schedule for Long Term Borrowings are as follows:

As at 31st March, 2017

S No.	Particulars	As at 31.03.2017	Amount in ₹	
			Repayment Schedule	
			0 - 1 years	1 - 3 years
			Included in Other Current Liabilities	Included in Long Term Borrowings
	<u>Secured Loans</u>			
	From Bank (Vehicle Loans)	407,452	321,559	85,893
	<u>Unsecured Loans</u>			
	From Other Parties	15,770,713	15,770,713	-
	Total	16,178,165	16,092,272	85,893

As at 31st March, 2016

S No.	Particulars	As at 31.03.2016	Amount in ₹	
			Repayment Schedule	
			0 - 1 years	1 - 3 years
			Included in Other Current Liabilities	Included in Long Term Borrowings
	<u>Secured Loans</u>			
	From Bank (Vehicle Loans)	1,033,953	626,501	404,982
	<u>Unsecured Loans</u>			
	From Other Parties	-	-	-
	Total	1,033,953	626,501	404,982

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Note: 9

Other Current Liabilities

		Amount in ₹	
S No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Current liabilities of long term loans/Finance Lease Obligations		
	Secured Term Loans		
	- From Bank (see footnote below)*	321,569	626,581
	From Other Parties (see footnote below)	15,770,713	-
2	Advance From Customers	8,841,673	8,707,178
3	Inventory Valuation & Protection Fund will be credited by the following amounts, at and when due		
	Unclaimed Dividend	372,208	420,504
4	Other Payables		
	Statutory dues including TDS, Service Tax, VAT	3,720,916	916,317
	Employee Benefits	187,279	70,292
	Other Liabilities	4,268,209	2,045,965
	Total	33,482,557	12,846,757

* Term Loan from Kank Maharashtra Bank Secured against hypothecation of car Fleet

Note: 10

Short Term Provisions

		Amount in ₹	
S No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Provision for employee benefits		
	Gratuity Obligation	6,249	6,205
	Leave Encashment	54,388	40,338
2	Provision - Others		
	Provision for Income Tax	2,550,000	1,150,000
	Total	2,610,637	1,196,543

Note : 11

Depreciation

		Amount in ₹	
S No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Depreciation	1,471,943	1,951,355
	Total	1,471,943	1,951,355

Note : 12

Non Current Investment

		Amount in ₹	
S No.	Particulars	As at 31.03.2017	As at 31.03.2016
	Trade Investments (valued at cost unless stated otherwise)		
	Investment in equity instruments (Unquoted)		
	Nil (500000) equity shares of Deccan Gold Mines Ltd. fully paid up (face value ₹ 17.47/- per Share)	-	4,859,738
	500000 (500000) equity shares of Alsan Rubber & Chemicals Pvt. Ltd. Fully paid up (face value ₹ 10/- per share)	6,000,000	6,000,000
	Total	6,000,000	10,859,738



Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2017

Note : 11

Fixed Assets

S. No	Particulars	Gross Block			Depreciation			Net Block	
		Value at the beginning	Additions during the year	Indemnities during the year	Value at the end	Value at the beginning	Additions during the year	WDV as on 31.03.2017	WDV as on 31.03.2016
1	Tangible Assets								
2	Land	473,080	-	-	473,080	-	-	473,080	473,080
3	Air Conditioners	256,620	-	-	256,620	44,236	-	212,384	175,653
4	Plant & Machinery	345,468	-	-	345,468	22,237	-	323,231	122,256
5	Furniture & Fixtures	1,332,681	-	-	1,332,681	94,641	-	1,238,040	958,227
6	Vehicle	13,295,741	-	-	13,295,741	9,740,935	1,111,390	12,166,196	3,658,553
7	Office Equipment	1,516,884	60,100	-	1,576,984	1,079,845	105,236	1,471,363	237,036
8	Computer	1,744,314	8,800	-	1,753,114	1,629,257	62,657	1,690,400	1,40,957
9	Generators	638,820	-	-	638,820	403,812	33,731	191,277	191,988
10	Xerox Machine	152,050	-	-	152,050	139,163	3,682	11,205	22,814
	SUB TOTAL (A)	20,066,405	68,900	-	20,135,305	16,707,263	1,471,943	3,955,997	5,338,140
	(Previous Year)	18,061,602	2,004,743	-	20,066,345	12,755,910	1,981,358	5,339,140	5,305,752

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 13

Deferred Tax Assets		Amount in ₹	
Particulars	As at 31.03.2017	As at 31.03.2016	
Computation of Deferred Tax (Asset) / Liability			
Depreciation on 31st March 2017 as per Companies Act 2013	1,471,943	1,951,365	
Depreciation as on 31st March 2017 as per Income Tax Act 1961	1,289,559	1,468,179	
Timing Difference { Assets / (Liabilities) }	182,384	483,176	
Deferred Tax Assets	116,846	97,435	
Deferred Tax Liabilities	(41,475)	(80,676)	
Net Timing Difference	257,755	409,935	
Tax on share at 30.90%	79,646	154,480	
Less: Deferred Tax Assets as on 1st April 2016 (Opening)	997,874	845,394	
Deferred Tax Assets	1,077,520	997,874	

Note : 14

Long Term Loans and Advances		Amount in ₹	
S No.	Particulars	As at 31.03.2017	As at 31.03.2016
1	Security Deposit		
	Unsecured, Considered Good	207,663	421,500
2	Balances with Govt. Authorities		
	Unsecured, Considered Good	5,227,897	7,439,993
	4% Additional Duty Receivable		
3	Other Loans & Advances		
	I.C. Gratuity Fund	516,543	477,040
	Total	5,952,103	8,338,533

Note : 15

Inventories		Amount in ₹	
S No.	Particulars	As at 31.03.2017	As at 31.03.2016
1	Synthetic Rubber	2,259,662	26,370,265
2	Shares	392,869	392,869
3	Agric Produce	120,581,182	-
	Total	123,235,713	26,763,134

Note : 16

Trade Receivable		Amount in ₹	
S No.	Particulars	As at 31.03.2017	As at 31.03.2016
1	Trade receivables outstanding for a period exceeding six months		
	Unsecured, considered good	37,315,342	44,772,264
2	Other Trade receivables		
	Unsecured, considered good	98,738,857	87,905,578
	Total	1,36,054,199	132,677,842

Note : 17

Cash & Cash Equivalent		Amount in ₹	
S No.	Particulars	As at 31.03.2017	As at 31.03.2016
1	Cash-in-Hand		
	Cash Balance (As notified by Management)	75,815	1,752,848
	Sub Total (A)	75,815	1,752,848
2	Balances with Bank		
	On Current Accounts	1,195,412	3,235,462
	Unclaimed Dividend Account	372,208	420,504
	In Fixed Deposit	7,141,000	14,938,050
	Deposits having original maturity exceeding 3 months but due for realization within 12 months of the reporting date		
	Sub Total (B)	8,910,620	18,593,966
	Total { A + B }	8,986,434	20,346,814

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Note 18

Short Term Loans and Advances

S No.	Particulars	Amount in ₹	
		As at 31.03.2017	As at 31.03.2016
1	Security Deposits Unsecured, Considered Good	-	800,000
2	Loans and advances to Employees Unsecured, Considered Good	167,039	278,691
3	Prepaid Expenses Unsecured, Considered Good	169,497	199,201
4	Balances with Govt. Authorities	7,126,138	5,864,370
5	Other Assets Other Loan & Advances Advance to Suppliers DEPB Licence (advance against purchase)	144,186 536,794 167,743	55,452 6,154,092 303,765
	Total	8,311,398	13,655,571

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, 2017 for the purposes of reporting as per AS 18 - "Related Party Transactions":-

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

- Subsidiaries
Aisan Rubber And Chemicals Pvt. Ltd. 100% Holding (w.e.f. 30.07.2014)
- Fellow Subsidiaries Nil
- Associates Nil
- Key Managerial Personnel & their Relatives
Mr. Akash Jain - Managing Director

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



(B) Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2017 Amount in ₹

Nature of Transactions	Subsidiaries		Key Mgt Personnel		Entities of Relative of KMP	
	2017	2016	2017	2016	2017	2016
Loans Repaid						
Mr. Akash Jain	-	-	-	51,465,070	-	-
Alsan Rubber And Chemicals Pvt. Ltd.	-	45,200,000	-	-	-	-
Loans Received						
Mr. Akash Jain	-	-	8,750,000	15,000,000	-	-
Alsan Rubber And Chemicals Pvt. Ltd.	-	45,200,000	-	-	-	-
Directors Remuneration						
Mr. Akash Jain	-	-	1,400,000	1,200,000	-	-
Trading Transactions						
Alsan Rubber And Chemicals Pvt. Ltd.	838,688	39,453,120	-	-	-	-
Advances Received (Net)						
Alsan Rubber And Chemicals Pvt. Ltd. (Advance received against Sale)	(3,262,795)	15,879,400	-	-	-	-
Accounts Receivable / Payable						
Alsan Rubber And Chemicals Pvt. Ltd.	(3,262,795)	23,573,720	-	-	-	-
Expenses Payable						
Mr. Akash Jain	-	-	436,580	368,288	-	-
Loans Payable						
	-	-	8,750,000	Nil	-	-

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 19

Other Current assets

Amount in ₹

S No.	Particulars	As at 31.03.2017	As at 31.03.2016
1	Accruals		
	Interest accrued on FDRs ¹	143,1121	452,981
2	Other Advances Receivable		
	Other Receivable	9,091	7,948
	Income Tax Recoverable for F.Y. 2012-13	1,181,519	1,181,519
	Income Tax Recoverable for F.Y. 2014-15	486,129	1,985,319
	Total	1,819,762	3,627,767

Note : 20

Revenue from Operations

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Synthetic Rubber	235,942,688	250,882,200
2	Coal	3,913,737	104,973,534
3	Agro Products	62,805,759	-
	Total	282,652,184	355,855,814

Note : 21

Other Income

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Actuarial Gain on Obligation	35,016	13,708
2	Discount received on DEPB	254,374	559,710
3	Interest Income (FDR)	418,418	634,963
4	Misc Income	1,130,000	702,389
5	Inv. on Income Tax Refund	137,984	-
6	Profit on Sale of Shares	9,524,535	5,244,066
7	Rate Difference	-	7,494,250
8	Foreign Exchange Fluctuation	2,104,738	-
9	Rent	-	56,000
10	Unclaimed Credits	2,613,600	41,739
11	Claims Receivable	366,000	-
12	Scrap Sale	30,000	-
12	Surplus Balance written back	76,418	-
	Total	16,730,283	14,745,825

Note : 22

Purchase of Stock in Trade

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Purchase of Traded Goods		
	Synthetic Rubber		
	Domestic	12,174,660	180,460
	Imported	143,279,178	219,681,182
	Agro Products		
	Imported	186,761,1192	-
	Coal	30,480,597	103,189,944
	Total	362,695,527	323,351,886

Imported purchases are inclusive of Custom Duty & other incidental expenses

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 23

Changes in Inventories of Stock in Trade

		Amount in ₹	
S No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	<u>Inventories at the end of the year</u>		
	Synthetic Rubber	2,259,662	26,370,265
	Shares	392,869	392,869
	Agro Products	120,583,182	-
		123,235,713	26,763,134
2	<u>Inventories at the beginning of the year</u>		
	Synthetic Rubber	26,370,265	51,810,728
	Shares	392,869	392,869
		26,763,134	52,203,597
	Net Increase	(96,472,579)	25,440,463

Note : 24

Employee Benefits

		Amount in ₹	
S No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Salaries	2,039,754	1,621,839
2	MD Remuneration	1,400,000	1,200,000
3	PF Statutory Expenses	17,915	16,310
4	Leave Encashment	54,388	40,338
5	Employer Contr. of ESI	29,466	25,101
6	Employer Contr. of PF	133,427	121,388
7	Staff Welfare Expenses	318,864	205,017
8	Group Insurance of Employee	47,911	16,633
9	Expenses Related to Gratuity	62,458	-
	Total	4,104,183	3,246,626

Note : 25

Financial Cost

		Amount in ₹	
S No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Interest Paid on Borrowing	1,022,795	-
2	Int/hire Purchase charges - Car	65,813	156,137
3	Interest on CC Limit	3,331,722	1,134,120
4	Letter of Credit Expenses	-	852,623
5	Bank Interest	431,822	-
7	Other Borrowing Costs	1,925,746	1,560,900
	Total	6,776,898	3,703,780

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 26

Other Expenses

S No.	Particulars	Amount in ₹	
		For the year ended 31st March, 2017	For the year ended 31st March 2016
1	Advertisement Expenses	31,896	269,598
2	Audit Fee (refer Note below)	172,500	182,620
3	Bank Charges	1,223,502	281,651
4	Brokerage on shares/STT/ST/Stamp Duty etc	84,421	29,455
5	Business Promotion Expenses	229,668	207,305
6	Balance W/off	130,999	-
7	Computer Expenses	67,287	13,555
8	Conveyance/Travelling Expenses	491,040	50,997
9	Credit Rating Expenses	40,250	41,944
10	Custom Duty Demand*	2,020,968	-
11	Depositories Charges	53,325	46,081
12	Donation	11,000	262,000
13	Electricity/Water Expenses	293,710	485,288
14	ESI Demand	20,582	-
15	Foreign Exchange Fluctuation	-	993,095
16	Freight outward	168,643	380,311
17	General Expenses	500,135	906,427
18	Genset Expenses	87,468	49,747
19	Godown/Guest House Rent	508,200	560,000
20	Insurance Expenses	380,129	359,326
21	Internal Audit Fee	17,250	17,175
22	Interest on Income Tax/TDS/Vat/CST/TCS/ESI	5,161	77,297
23	Interest on Service Tax	2,166	1,332
24	Membership/Subsription Fee	141,304	187,563
25	Office Running & Maintenance Expenses/Renovation Expenses	124,000	549,488
26	Postage & Courier Charges	73,773	110,544
27	Printing & Stationery Charges	69,391	117,603
28	Prior Period Expenses	17,470	101,897
29	Professional Fee	208,866	184,793
30	Repair & Maintenance Charges	20,858	60,900
31	Retainership Fee	381,000	460,500
32	R/O.C. Filing Fee	3,600	8,400
33	Sale Tax Demand	385,476	88,637
34	Service Charges Paid / Finance Arrangement Fees	395,733	105,573
35	Telephone / Internet Expenses	197,247	185,277
36	Vehicle Running & Maintenance Expenses	438,496	460,740
	Total	9,097,512	7,839,533

Note

S No.	Particulars	Amount in ₹	
		For the year ended 31st March, 2017	For the year ended 31st March 2016
1	Payment to auditor comprises as under: -		
	Audit Fee	172,500	108,777
	Tax Audit Fee	35,650	35,495
	Fee for other services	21,275	38,348
	Total	172,500	182,620
2	Prior Period Items: -		
	<i>Prior Period Expenses</i>		
	Additional Duty	-	48,360
	Intuitive Purchase charges - Car	2,470	-
	Depository Charges	11,400	-
	Professional Fee	3,600	-
	Others	-	53,537
		17,470	101,897

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



*A demand of Rs 20,20,967.82 has been raised on the company by DRI Lucknow as this duty was earlier adjusted against Duty paid promotional scrips issued under Chapter 3 of FTP-2015/2020 which as per the DRI is not adjustable. After the payment is done the adjusted amount will be credited back towards promotional scrips.

Note : 27

Earning per share

Amount in ₹

S No	Particulars	For the year ended 31st March, 2017	For the year ended 31st March 2016
	Basic & Diluted Earning Per Share		
	Net profit attributable to equity shareholders (after taxes)	9,367,189	3,323,594
	Number of shares outstanding at the end of the reporting period	3,698,000	3,698,000
	Basic & Diluted Earning Per Share	2.53	0.90

Note : 28

Contingent Liabilities (not provided for) in respect of:

Amount in ₹

S No	Contingent Liabilities	31.03.2017	31.03.2016
1	Foreign T.Cs ₹ 21,42,026.30 @ 31.64.8366	₹ 38,885,986	92,186,877
2	Bank Guarantees (Indian)	-	-
3	Corporate Guarantees	-	-
4	Demands not acknowledged as debts and not provided for, in respect of which the matters are in appeal and exclusion 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	31.03.2017	31.03.2016
1	Expenditure	Nil	Nil
2	Earnings	Nil	Nil

Note : 30

Value of Imports on CIF Basis

S No	Particulars	31.03.2017	31.03.2016
1	Trading Goods	3553 (lacs)	2111 (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 :

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Fair value of plan assets

		31st March 2017	31st March 2016
a)	Fair value of plan assets at the beginning of the period	477,040	440,777
b)	Acquisition adjustment	--	--
c)	Actual return on plan assets	39,833	36,763
d)	Employer Contributions	--	--
e)	Benefits paid	--	--
f)	Fair value of plan assets at the end of the period	516,543	477,040
g)	Funded status	94,765	119,255
h)	Excess of actual over estimated return on plan assets	(330)	(2,862)

Actuarial gain / loss recognized

		31st March 2017	31st March 2016
a)	Actuarial gain/(loss) for the period- obligation	(1,535)	35,947
b)	Actuarial gain/(loss) for the period - plan assets	330	2,862
c)	Total gain/(loss) for the period	1,865	(33,085)
d)	Actuarial gain / loss recognized in the period	1,865	(33,085)
e)	Unrecognized actuarial (gains) losses at the end of period	--	--

The amounts to be recognized in balance sheet and related analysis

		31st March 2017	31st March 2016
a)	Present value of obligation as at the end of the period	421,778	357,785
b)	Fair value of plan assets as at the end of the period	516,543	477,040
c)	Funded status / Difference	94,765	119,255
d)	Excess of actual over estimated	(330)	(2,862)
e)	Unrecognized actuarial (gains)/losses	--	--
f)	Net asset/(liability) recognized in balance sheet	94,765	119,255

Expense recognized in the statement of profit and loss

		31st March 2017	31st March 2016
a)	Current service cost	35,835	31,008
b)	Past service cost	--	--
c)	Interest cost	28,623	26,089
d)	Expected return on plan assets	(39,833)	(39,623)
e)	Curtailment cost / (Credit)	--	--
f)	Settlement cost / (credit)	--	--
g)	Net actuarial (gain)/ loss recognized in the period	1,865	(33,085)
h)	Expenses recognized in the statement of profit & losses	24,490	(15,613)

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

		31st March 2017	31st March 2016
a)	Present value of obligation as at the end of period	421,778	357,785
b)	Present value of obligation as at the beginning of the period	357,785	336,635
c)	Benefits paid	--	--
d)	Actual return on plan assets	(39,503)	(36,763)
e)	Acquisition adjustment	--	--
f)	Expenses recognized in the statement of profit & losses	24,490	(15,613)

Amount for the current period.

		31st March 2017	31st March 2016
a)	Present value of obligation as at the end of period	421,778	357,785
b)	Fair value of plan assets as at the end of the period	516,543	477,040
c)	Surplus / Deficit	94,765	119,255
d)	Experience adjustment on plan liabilities (loss) / gain	23,609	23,031
e)	Experience adjustment on plan Assets (loss) / gain	(330)	(2,862)

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Movement in the liability recognized in the balance sheet.

		31st March 2017	31st March 2016
a)	Opening net liability	357,785	336,635
b)	Expense as above	24,490	(15,613)
c)	Benefits paid	---	---
d)	Actual return on plan assets	39,503	36,763
e)	Acquisition adjustment	---	---
f)	Closing net liability	421,778	357,785

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

		31st March 2017	31st March 2016
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%

NOTES

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 32

Segment Reporting

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

S No.	Particulars	Commodities		Other unallocable		Total	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Revenue						
	Innersegment Sale	2,826.52	3,558.56	-	-	2,826.52	3,558.56
	Other Income	-	-	167.30	147.46	167.30	147.46
	Total Net Sale/Income from operations	2,826.52	3,558.56	167.30	147.46	2,993.82	3,706.02
2	Results						
	Segment Results	80.61	26.75	95.25	52.44	184.86	79.19
	Operating Profit/(Loss)					184.86	79.19
	Interest Exp.					67.77	28.51
	Profit/(Loss) Before Tax					117.09	50.68
	Exceptional Items					-	-
	Tax Expenses					23.42	17.44
	Profit/(Loss) After Tax					93.67	33.24
3	Other Information						
	Segment Assets	2953.93	2226.36	-	-	2,953.93	2,226.36
	Segment Liabilities	1704.44	1670.45	-	-	1,704.44	1,670.45
4	Other						
	Capital Expenditure	-	-	0.60	20.04	0.60	20.04
	Depreciation	-	-	14.72	19.51	14.72	19.51
	Non cash expenses other than	-	-	-	0.27	-	0.27

Note : 33

Due to Micro Small & Medium Enterprises

The company has no dues to Micro, Small & Medium Enterprises during the year ended March 31, 2017

Note : 34

Disclosure of the details of Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below vide Notification No. 306(S) Dtd 30/03/2017

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on 08.11.2016	1,620,000	254,416	1,874,416
(+) Permitted receipts	-	258,000	258,000
(-) Permitted payments	-	91,417	91,417
(-) Amount deposited in Banks	1,620,000	-	1,620,000
Closing cash in hand as on 30.12.2016	-	421,289	421,289

As per our Report of even date,

FOR J P S & CO

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M.No : 483210

Place: New Delhi

Dated: 26th May, 2017

For Chandra Prabhu International Limited

Alcakh Jain Prakash Goyal
Joint Managing Director Director
DIN: 00495263 DIN: 02390726

Mansi Mehra Anur Singh
Company Secretary Chief Financial Officer

Report on the Consolidated Financial Statements



J P S & CO
Chartered Accountants
Firm Registration No. 00108671



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PAN No. AAAPJ1745L

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 Aisar Rubber and Chemicals Pvt Ltd (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2017, 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



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Chartered Accountants
Firm Registration No. 00108625



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PAN No. AADPJ1745E

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 3307.39 lacs as on 31st March, 2017, total revenue of Rs 3893.33 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.

INDEPENDENT AUDITORS' REPORT**CHANDRA PRABHU INTERNATIONAL LTD.**

J P S & CO
Chartered Accountants
Firm Registration No. 004086N



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PAN No. AADEF17451.

- d) In our opinion, the aforesaid consolidated 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, 2017 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, 2017 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:
- The Group does not have any pending litigations on its financial position.
 - The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - 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.
 - The company has provided requisite disclosures in its consolidated financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer Note 34 to the consolidated financial statements.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 683210

Place : New Delhi
Dated: 26th May, 2017



J P S & CO
Chartered Accountants
Firm Registration No. 004086N



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PAN No. AADFE1745J

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, 2017 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 operating 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.



J P S & CO
Chartered Accountants
Firm Registration No. 00408564



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PAN No. AADFFJ1745E.

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, 2012, 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.



J P S & CO
Chartered Accountants
Firm Registration No. 002086N



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PAN No. AADTFJ17451

Other Matter

Our aforesaid report under Section 143(3)(g) 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
PRN 00086N

C A J C Verma
Partner
M. No. 083240

Place : New Delhi
Dated: 26th May, 2017

BALANCE SHEET**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.**

Balance Sheet as at 31st March, 2017

Amount in ₹

Particulars	Note	As at 31st March, 2017	As at 31st March, 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	36,980,000	36,980,000
(b) Reserves and Surplus	4	88,183,805	81,424,635
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	85,893	404,982
(b) Long-Term Provisions	6	415,529	351,580
(3) Current Liabilities			
(a) Short-Term Borrowings	7	86,261,863	65,329,514
(b) Trade Payables	8	71,794,649	126,191,493
(c) Other Current Liabilities	9	44,604,839	16,149,469
(d) Short-Term Provisions	10	2,610,637	1,698,486
Total		330,739,215	328,530,159
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	11	5,015,911	6,906,443
(b) Goodwill on Consolidation		824,240	824,240
(c) Non-current investments	12	3,032	4,862,770
(d) Deferred tax assets (net)	13	1,348,489	1,224,382
(e) Long term loans and advances	14	10,996,926	14,744,502
(f) Other non-current assets			
(2) Current Assets			
(a) Current investments			
(b) Inventories	15	123,235,713	75,812,170
(c) Trade receivables	16	167,735,331	182,136,974
(d) Cash and cash equivalents	17	11,255,152	23,822,954
(e) Short-term loans and advances	18	8,504,659	14,515,305
(f) Other current assets	19	1,819,762	3,680,429
Total		330,739,215	328,530,159

Significant Accounting Policies and Notes to Accounts

Page 34

As per our Report of even date.

FOR J P S & CO

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No : 083210

Place: New Delhi

Dated: 26th May, 2017

For Chandra Prabhu International Limited

Akash Jais

Joint Managing Director

DIN: 0001920

Prakash Goyal

Director

DIN: 02598736

Mansi Mehta

Company Secretary

Amar Singh

Chief Financial Officer

PROFIT AND LOSS

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Statement of Profit and Loss for the period ended on 31st March, 2017

S No	Particulars	Note	Amount in ₹	
			For the Year ended 31st March, 2017	For the Year ended 31st March 2016
I	Revenue from operations	20	372,057,884	495,999,667
II	Other Income	21	1,775,419	15,854,824
III				
IV	Total Revenue (I + II)		389,333,803	511,850,591
IV	Expenses:			
	Purchase of Stock in Trade	22	199,369,744	471,249,537
	Changes in Inventories of Stock in Trade	23	(17,423,548)	12,253,081
	Employee Benefit Expense	24	5,567,775	4,850,194
	Financial Costs	25	9,888,346	8,777,308
	Depreciation	11	1,959,433	2,559,394
	Other Expenses	26	10,911,561	10,414,954
	Total Expenses		346,253,216	509,604,468
V	Profit before exceptional and extraordinary items and tax	(III - IV)	9,080,587	2,246,123
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		9,080,587	2,246,123
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		9,080,587	2,246,123
X	Tax expense:			
	(1) Current tax		2,550,000	1,150,000
	(2) Adjustment relating to previous year		106,478	825,825
	(3) Deferred tax Assets		124,107	216,316
XI	Profit(Loss) from the period from continuing operations	(IX - X)	6,761,170	486,613
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		6,761,170	486,613
XVI	Earning per equity share:			
	Basic & Diluted	28	1.83	0.13

As per our Report of even date.

FOR J P S & CO

Chartered Accountants

FNN: 004086N

CA J C Verma

Partner

M No. : 83210

Place: New Delhi

For Chandra Prabhu International Limited

Akash Jain

Joint Managing Director

UIN: 0000000

Mansi Mehra

Company Secretary

Prakash Goyal

Director

FNN: 0059476

Anurag Singh

2nd Financial Officer

CASH FLOW STATEMENT **CONSOLIDATED ACCOUNTS**

CHANDRA PRABHU INTERNATIONAL LTD.



CASH FLOW STATEMENT

Particulars	For the year Ended Mar March, 2017	For the year Ended 31st March, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	8,080,587	2,246,122
Adjustments for :		
Depreciation	1,959,433	2,559,394
Interest Expense	7,236,917	6,272,043
Other Income	(7,751,384)	(10,616,758)
Profit on Sale of Shares	(9,524,335)	(5,244,066)
Exchange difference on translation of foreign currency cash and cash equivalents	(2,209,581)	993,093
Diminution in value of Investments	-	-
Operating profit before Working Capital change	(1,208,663)	(3,784,170)
Adjustments for :		
(Increase)/Decrease in Inventories	(47,423,543)	12,753,681
(Increase)/Decrease in Trade Receivable	14,401,645	(10,714,979)
(Increase)/Decrease in Other Current Assets	1,860,659	(1,326,230)
(Decrease)/Increase in Long Term Loans & Advances	3,747,576	(1,909,685)
(Increase)/Decrease in Short Term Loan & Advances	6,070,646	46,837,179
Increase/(Decrease) in Trade Payable	(54,396,841)	67,396,322
Increase/(Decrease) in Other Current Liabilities	28,255,370	(16,054,334)
Increase/(Decrease) in Short Term Provision	912,151	1,228,573
(Decrease)/ Increase in Long Term Provision	63,045	20,590
Cash Generated from Operations	(47,777,454)	63,317,687
Direct Taxes paid	(2,445,524)	(1,975,825)
Net cash generated from operating activities [A]	(50,220,578)	61,341,862
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(68,808)	(2,015,430)
Purchase of Investments	(1,837,466)	(8,738,750)
Sale of Investment	16,275,734	9,123,078
Other Income	7,751,384	10,616,758
NET CASH FLOWS FROM INVESTING ACTIVITIES [B]	22,066,852	8,979,656
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) from Long Term Borrowing	(319,089)	(783,176)
Dividend Paid	-	-
Dividend Distribution Tax Paid	-	-
Proceeds/(Repayment) from Short Term Borrowings	20,932,349	(50,159,791)
Interest Paid	(1,236,917)	(6,272,043)
Net cash (used in)/ generated from financing activities [C]	13,376,343	(57,514,610)
Exchange difference on translation of foreign currency cash and cash equivalents	2,209,581	(993,093)
Net increase/(decrease) in cash and cash equivalents [A+B+C]	(14,777,383)	13,406,808
Cash and cash equivalents at the beginning of the year	23,822,952	11,409,141
Cash and cash equivalents at the end of the year	11,255,152	23,822,954

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 : 0883210

Akash Jain Prakash Goyal
Joint Managing Director Director
DIN : 00090001 DIN : 02508236

Place: New Delhi
Dated: 26th May, 2017

Mansi Mehta Amar Singh
Company Secretary Chief Financial Officer

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.**

Policies Forming Part of Financial Statement for the year ended 31st March, 2017

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:

- 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"
- 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.
- 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, 2017**

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 31.03.2017	As at 31.03.2016
1	Authorized Equity Shares ₹ 10 par value 500000 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, 2017 and March 31st, 2016 is set out below:

		Amount in ₹	
S No	Particulars	As at 31.03.2017	As at 31.03.2016
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

NOTES

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



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

Name of Shareholder		As on 31.03.2017	As on 31.03.2016
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
Hemant Jain	No. of shares	646430	646430
	% held	17	17
Shakti Jain	No. of shares	190002	190002
	% held	5	5

Note : 4

Reserve & Surplus

S No	Particulars	As at 31.03.2017	As at 31.03.2016
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	77,435,344	76,948,731
	Add: Net Profit after tax	6,767,170	486,615
	Less: Adjustment of Pre acquisition Profit/(Loss)	-	-
	Impairment of Assets	-	-
	Amount available for appropriation	84,196,514	77,435,344
	Surplus - Closing Balance	84,196,514	77,435,344
	Total	88,185,805	81,424,635

Note: 5

Long Term Borrowings

S No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Secured Loans		
	- From Bank (Vehicle Loan)	85,893	404,982
	Total	85,893	404,982

Secured against vehicle purchased

Note: 6

Long Term Provisions

S No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Provision for employee benefits		
	Gratuity Obligation	415,529	351,580
	Total	415,529	351,580

Note: 7

Short Term Borrowings

S No	Particulars	As at 31.03.2017	As at 31.03.2016
1	Loan Repayable on Demand		
	- From Bank (Secured - see note 5)*	86,261,863	30,012,090
2	Unsecured Loans		
	- From Other Parties	-	35,318,524
	Total	86,261,863	65,329,514

*Secured loan from banks under credit facilities. These are secured against the Stock in Trade and Bank Debts.

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.**

Repayment Schedule for Long Term Borrowings are as follows:

As at 31st March, 2017

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)	407,452	321,559	85,893
	Unsecured Loans			
	From Other Parties	20,786,884	20,786,884	-
	Total	21,194,336	21,108,443	85,893

As at 31st March, 2016

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)	3,570,386	2,314,751	1,255,635
	Total	3,570,386	2,314,751	1,255,635

NOTES

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Note: 8

Trade Payable

S No	Particulars	Amount in ₹	
		As at 31.03.2017	As at 31.03.2016
1	Sundry Creditors for Material/Supplies:		
	Foreign Creditors	61,324,140	126,191,493
	Indian Creditors	19,470,509	-
	Total	71,794,649	126,191,493

Note: 9

Other Current Liabilities

S No	Particulars	Amount in ₹	
		As at 31.03.2017	As at 31.03.2016
1	Current maturities of long term loans/Finance Lease Obligations		
	Secured Term Loans		
	- From Bank (see footnote below) ^a	321,559	1,477,154
	- From Other Parties	20,786,884	-
2	Advance From Customers	13,713,107	9,240,128
3	Investors Education & Protection Fund will be credited by the following amounts, as and when due		
	Unclaimed Dividend	572,208	420,504
4	Other Payables		
	TDS, Service Tax, VAT	4,115,233	2,908,880
	Employee Benefits	187,279	70,292
	Govt. Dues	-	-
	Other Liabilities	4,909,469	3,032,211
	Total	44,404,839	16,149,469

^a Term Loans from State Bank of India Secured against hypothecation of our Stock

Note: 10

Short Term Provisions

S No	Particulars	Amount in ₹	
		As at 31.03.2017	As at 31.03.2016
1	Provision for employee benefits		
	Gratuity Obligation	6,249	6,305
	Leave Encashment	54,388	40,338
2	Provision - Others		
	Provision for Income Tax	2,550,060	1,651,943
	Total	2,610,637	1,698,486

Note: 11

Depreciation

S No	Particulars	Amount in ₹	
		For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Depreciation	1,959,333	2,559,394
	Total	1,959,333	2,559,394

Note: 12

Non Current Investments

S No	Particulars	Amount in ₹	
		As at 31.03.2017	As at 31.03.2016
	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 Dorian Gold Mines Ltd. fully paid up (face value ₹ 17.47/ per Share)		4,859,738
	Total	3,032	4,862,770

NOTES

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2017

Note : 11

Fixed Asset

Fixed Asset		Gross Block				Depreciation			Net Block	
S. No	Particulars	As at 01.04.2016	Additions / Adjustments during the year	As at 31.03.2017	As at 01.04.2016	Depreciation for the year	Provisions / Adjustment during the year	As at 31.03.2017	WDV as on 31.03.2017	WDV as on 31.03.2016
Tangible Assets										
1	Land	473,080	-	473,080	-	-	-	-	473,080	473,080
2	Air Conditioners	749,629	-	749,523	473,794	46,258	-	522,002	229,497	275,265
3	Plant & Machinery	348,458	-	348,406	236,540	22,237	-	249,377	102,023	122,264
4	Furniture & Fixtures	1,333,081	-	1,333,682	974,454	64,641	-	1,255,295	274,586	359,227
5	Vehicles	58,689,741	-	16,689,742	11,565,412	1,592,859	-	12,185,311	3,502,437	5,093,325
6	Office Equipment	1,327,341	65,200	2,487,542	1,082,044	109,053	-	1,191,297	196,444	245,497
7	Computer	1,787,755	8,800	5,796,539	1,669,392	64,881	-	1,733,273	53,286	115,327
8	Generators	536,000	-	638,820	443,812	35,701	-	479,513	56,287	94,598
9	Water Machine	162,200	-	362,000	139,186	9,659	-	502,899	19,151	21,614
SUB TOTAL (A)		23,510,617	88,800	23,579,417	16,804,174	3,959,333	-	18,563,507	5,013,910	6,906,443
(Previous Year)		21,495,187	2,015,430	23,510,617	14,044,780	2,559,394	-	15,604,174	5,905,443	7,450,407

Amount in ₹

NOTES

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 13

Deferred Tax Liabilities

Particulars	As at 31.03.2017	Amount in ₹ As at 31.03.2016
Computation of Deferred Tax (Asset) / Liability		
Depreciation as on 31st March 2017 - as per Companies Act 1956	1,959,333	2,359,394
Depreciation as on 31st March 2017 - as per Income Tax Act 1961	1,633,862	1,876,101
Timing Difference { Assets / (Liabilities) }	326,271	683,293
Deferred Tax Assets	116,846	91,435
Deferred Tax Liabilities	(41,415)	(80,616)
Net Timing Difference	400,642	700,052
Tax on above at 30.90%	124,107	216,316
Less: Deferred Tax Assets as on 01st April 2016 (Opening)	1,224,382	1,068,056
Deferred Tax Liabilities	1,348,489	1,224,382

Note : 14

Long Term Loans and Advances

S No.	Particulars	As at 31.03.2017	Amount in ₹ As at 31.03.2016
1	Security Deposit		
	Unsecured, Considered Good	207,663	626,067
2	Balance with Govt. Authorities		
	Unsecured, Considered Good	1,291,143	1,291,143
	Anti Dumping Duty Receivable	5,675,650	12,348,252
	4% Additional Duty Receivable		
3	Other Loans & Advances		
	LIC Gratuity Fund	516,543	477,040
	Other Advances	3,005,927	
	Total	10,996,926	14,744,502

Note : 15

Inventories

S No.	Particulars	As at 31.03.2017	Amount in ₹ As at 31.03.2016
1	Synthetic Rubber	2,359,662	75,419,301
2	Shares	592,869	592,869
3	Agro Food Products	120,583,182	-
	Total	123,235,713	75,812,170

Note : 16

Trade Receivable

S No.	Particulars	As at 31.03.2017	Amount in ₹ As at 31.03.2016
1	Trade receivables outstanding for a period exceeding six months		
	Unsecured, considered good	51,702,099	54,216,896
2	Other Trade receivables		
	Unsecured, considered good	116,033,232	127,920,078
	Total	167,735,331	182,136,974

Note : 17

Cash & Cash Equivalent

S No.	Particulars	As at 31.03.2017	Amount in ₹ As at 31.03.2016
1	Cash-in-Hand		
	Cash Balance (As certified by Management)	257,148	2,192,313
	Sub Total (A)	257,148	2,192,313
3	Balances with Bank		
	On Current Accounts	3,282,796	3,282,635
	Unclaimed Dividend Account	372,208	420,504
	In Fixed Deposit	7,413,000	17,927,500
	Deposits having original maturity exceeding 12 months but due for redemption within 12 months of the reporting date.		
	Sub Total (B)	11,068,004	21,630,639
	Total [A + B]	11,325,152	23,822,951

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.**

Note 18

Short Term Loans and Advances

Amount in ₹

S No.	Particulars	As at 31.03.2017	As at 31.03.2016
1	Security Deposits		
	Unsecured, Considered Good	45,600	800,000
2	Loans and advances to Employees		
	Unsecured, Considered Good	167,039	278,691
3	Prepaid Expenses		
	Unsecured, Considered Good	269,926	416,990
4	Balances with Govt. Authorities		
	TDS Receivable F.Y. 2016-17	69,726	
	TCS Receivable F.Y. 2016-17	170,816	-
	TDS Receivable F.Y. 2015-16		82,598
	VAT Receivable	686,660	942,113
	Advance Sale Tax	4,758,630	4,049,991
	Advance Tax 2016-17	1,450,000	
	TCS Receivable F.Y. 2015-16	-	808,756
	TCS Receivable F.Y. 2014-15	38,159	90,237
	Income Tax Paid F.Y. 2014-15		159,877
5	Other Assets		
	Other Loan & Advances	144,186	55,452
	Advance to Suppliers	536,794	6,154,092
	DEPB Licence (advance against purchase)	167,743	376,534
	Total	8,504,659	14,515,305

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, 2017 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 | |

NOTES

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



(B) Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2017

Nature of Transactions	Amount in ₹					
	Subsidiaries		Key Mgt Personnel		Entities of Relative of KMP	
	2017	2016	2017	2016	2017	2016
Loans Repaid						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	-	-
Mr. Akash Jain	-	-	-	51,465,076	-	-
Aisan Rubber And Chemicals Pvt. Ltd.	62,350,000	45,200,000	-	-	-	-
Loans Received						
South West Pinnacle Exploration Pvt. Ltd.	-	-	-	-	-	-
Mr. Akash Jain	-	-	8,750,000	15,000,000	-	-
Aisan Rubber And Chemicals Pvt. Ltd.	88,347,827	45,200,000	-	-	-	-
Directors Remuneration						
Mr. Akash Jain	-	-	1,400,000	1,200,000	-	-
Trading Transactions						
Aisan Rubber And Chemicals Pvt. Ltd.	838,688	39,453,120	-	-	-	-
Advances						
Aisan Rubber And Chemicals Pvt. Ltd. (Advance received against Sale)	-	15,879,400	-	-	-	-
OUTSTANDING BALANCES						
Aisan Rubber And Chemicals Pvt. Ltd. (Receivable)	3,262,795	23,573,720	-	-	-	-
Expenses Payable						
Mr. Akash Jain	-	-	416,580	368,288	-	-
Loans Payable						
	-	-	8,750,000	Nil	-	-

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.**

Note : 19

Other Current Assets

Amount in ₹

S.No.	Particulars	As at 31.03.2017	As at 31.03.2016
1	Accruals Interest accrued on FDRs ¹	143,020	305,633
2	Other Advances Receivable Other Receivable	9,094	7,948
	Income Tax Recoverable for F.Y. 2012-13	1,781,519	1,181,519
	Income Tax Recoverable for F.Y. 2014-15	486,129	1,985,319
	Total	1,819,762	3,680,419

Note : 20

Revenue from Operations

Amount in ₹

S.No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Synthetic Rubber	305,348,388	391,022,333
2	Coal	3,983,737	104,973,534
3	Agro Products	62,805,759	-
	Total	372,057,884	495,995,767

Note : 21

Other Income

Amount in ₹

S.No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Actuarial Gain on Obligation	35,016	12,708
2	Discounts received on DEPB	317,770	951,869
3	Interest Income (FDR)	545,147	825,753
4	Misc Income	1,139,000	1,228,439
5	Int. on Income Tax Refund	138,934	-
6	Profit on Sale of Shares	9,524,535	5,264,066
7	Rate Difference	2,104,738	7,494,250
8	Rent	-	56,000
9	Unclaimed Credits	2,096,850	41,730
10	Claim Receivable	366,000	-
11	Scrap Sale	30,400	-
12	Sundry Balance written back	72,929	-
	Total	17,275,019	15,854,824

Note : 22

Purchase of Stock in Trade

Amount in ₹

S.No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Purchase of Traded Goods		
	Synthetic Rubber		
	Domestic	26,081,661	5,302,605
	Imported	166,046,395	362,456,988
	Coal	20,480,597	103,489,944
	Agro Products		
	Imported	186,761,092	-
	Total	399,369,744	471,249,537

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, 2017	For the year ended 31st March, 2016
1	Inventories at the end of the year		
	Synthetic Rubber	2,259,662	75,419,301
	Shares	392,869	392,869
	Agro Food Products	120,583,182	
		123,235,713	75,812,170
2	Inventories at the beginning of the year		
	Synthetic Rubber	75,419,301	87,672,382
	Shares	392,869	392,869
		75,812,170	88,065,251
	Net Increase	(47,423,543)	12,253,081

Note : 24

Employee Benefits

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Salaries	3,463,354	3,010,089
2	MD Remuneration	1,400,000	1,200,000
3	PF Statutory Expenses	17,915	16,310
4	Leave Encashment	54,388	40,338
5	Employer Cont. of ESI	29,466	25,101
6	Employer Cont. of PF	133,427	121,388
7	Staff Welfare Expenses	318,864	376,949
8	Group Insurance of Employee	90,103	60,019
9	Expenses Related to Gratuity	62,438	-
	Total	5,567,775	4,850,194

Note : 25

Financial Cost

Amount in ₹

S No.	Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Interest Paid on Borrowing	1,442,578	3,008,865
1	Int/hire Purchase charges - Car	112,210	156,137
2	Interest on CC Limit	5,682,129	2,255,218
3	Letter of Credit Expenses	-	852,623
4	Bank Interest	547,302	
5	Other Borrowing Costs	2,064,127	2,005,265
	Total	9,868,346	8,277,308

NOTES

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 26

Other Expenses

S No.	Particulars	Amount in ₹	
		For the year ended 31st March, 2017	For the year ended 31st March 2016
1	Advertisement Expenses	31,896	269,598
2	Audit Fee <i>(refer Note 16)</i>	231,150	241,015
3	Bank Charges	1,267,449	594,620
4	Brokerage on shares/STT/ST/Stamp Duty etc	84,421	29,455
5	Business Promotion Expenses	379,668	207,305
6	Balance W/off	130,999	-
7	Computer Expenses	74,937	34,422
8	Conveyance/Travelling Expenses	491,040	51,537
9	Credit Rating Expenses	40,250	44,944
10	Custom Duty Demand*	2,020,968	-
11	Depository Charges	53,325	46,081
12	Donation	111,000	262,000
13	Electricity/Water Expenses	319,570	605,110
14	ESI Demand	20,582	-
15	Foreign Exchange Fluctuation	104,843	1,438,841
16	Freight outward	275,294	549,631
17	General Expenses	569,548	1,011,474
18	Grant Expenses	87,468	49,747
19	Godown/Guest House Rent	1,033,200	1,048,000
20	Insurance Expenses	643,150	661,126
21	Internal Audit Fee	37,250	37,175
22	Interest on Income Tax/TDS/Var/CSY/ICS/ESI	5,482	119,949
23	Interest on Service Tax	4,319	-
24	Membership/Subsorption Fee	111,304	187,563
25	Office Running & Maintenance Expenses/Renovation Expenses	124,000	582,634
26	Postage & Courier Charges	73,773	111,259
27	Printing & Stationery Charges	70,191	139,489
28	Prior Period Expenses	133,070	107,897
29	Professional Fee	327,298	340,889
30	Repair & Maintenance Charges	20,858	60,900
31	Retainership Fee	381,000	460,500
32	RCC Filing Fee	4,600	-
33	Sale Tax Demand	385,476	88,657
34	Service Charges Paid / Finance Arrangement Fees	736,694	147,333
35	Telephone / Internet Expenses	222,992	261,530
36	Vehicle Running & Maintenance Expenses	438,496	690,264
	Total	10,911,561	10,414,955

Note

S No.	Particulars	Amount in ₹	
		For the year ended 31st March, 2017	For the year ended 31st March 2016
1	Payment to auditor comprises as under: -		
	Audit Fee	162,725	155,722
	Tax Audit Fee	47,150	46,945
	Fee for other services	21,275	38,348
	Total	231,150	241,015
2	Prior Period Items: -		
	Prior Period Expenses		
	Additional Duty	75,600	48,360
	Int/hire Purchase charges - Car	3,470	-
	Depository Charges	11,400	-
	Professional Fee	3,600	53,537
	Other	40,000	-
	Total	93,070	101,897

*A demand of Rs 2020967.82 has been raised on the company by DRI Lucknow as this duty was earlier adjusted against Duty paid promotional scrips issued under Chapter 3 of FIP-2015-2020 which as per the DRI is not adjustable. After the payment is done the adjusted amount will be credited back towards promotional scrips.

NOTES

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 27

Earning per share

S No	Particulars	Amount in ₹	
		For the year ended 31st March, 2017	For the year ended 31st March 2016
	Basic & Diluted Earning Per Share		
	Net profit attributable to equity shareholders (after taxes)	6,761,570	486,613
	Number of shares outstanding at the end of the reporting period	3,698,000	3,698,000
	Basic & Diluted Earning Per Share	1.83	0.13

Note : 28

Contingent Liabilities (not provided for) in respect of:

S No	Contingent Liabilities	Amount in ₹	
		31.03.2017	31.03.2016
1	Foreign LCs ₹ 17,9273 (Rs. 66,3329/-)	118,024,338	118,024,338
2	Bank Guarantees (Indian)	-	-
3	Corporate Guarantees	-	-
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

S No	Particulars	Amount in ₹	
		31.03.2017	31.03.2016
1	Expenditure	Nil	Nil
2	Earnings	Nil	Nil

Note : 30

Value of Imports on CIF Basis

S No	Particulars	31.03.2016	31.03.2016
1	Trading Goods	4042.49 (lacs)	2111 (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 service 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		31st March 2017	31st March 2016
a)	Fair value of plan assets at the beginning of the period	477,040	440,277
b)	Acquisition adjustment	--	--
c)	Actual return on plan assets	39,833	36,763
d)	Employer Contributions	--	--
e)	Benefits paid	--	--
f)	Fair value of plan assets at the end of the period	516,543	477,040
g)	Funded status	94,765	119,255
h)	Excess of actual over estimated return on plan assets	(330)	(2,862)

NOTES

CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Actuarial gain / loss recognized		31st March 2017	31st March 2016
a)	Actuarial gain/(loss) for the period- obligation	(1,535)	35,947
b)	Actuarial (gain)/loss for the period - plan assets	330	2,862
c)	Total (gain)/loss for the period	1,865	(33,085)
d)	Actuarial (gain) / loss recognized in the period	1,865	(33,085)
e)	Unrecognized actuarial (gains) losses at the end of period	--	--

The amounts to be recognized in balance sheet and related analysis		31st March 2017	31st March 2016
a)	Present value of obligation as at the end of the period	421,778	357,785
b)	Fair value of plan assets as at the end of the period	516,543	477,040
c)	Funded status / Difference	94,765	119,255
d)	Excess of actual over estimated	(330)	(2,862)
e)	Unrecognized actuarial (gains)/losses	--	--
f)	Net asset/(liability) recognized in balance sheet	94,765	119,255

Expense recognized in the statement of profit and loss		31st March 2017	31st March 2016
a)	Current service cost	33,835	31,008
b)	Past service cost	--	--
c)	Interest cost	28,624	26,089
d)	Expected return on plan assets	(39,833)	(39,625)
e)	Commitment cost / (Credit)	--	--
f)	Settlement cost / (credit)	--	--
g)	Net actuarial (gain)/ loss recognized in the period	1,865	(33,085)
h)	Expenses recognized in the statement of profit & losses	24,490	(15,613)

Reconciliation statement of expense in the statement of profit and loss.		31st March 2017	31st March 2016
a)	Present value of obligation as at the end of period	421,778	357,785
b)	Present value of obligation as at the beginning of the period	357,785	336,635
c)	Benefits paid	--	--
d)	Accrual return on plan assets	(39,503)	(36,763)
e)	Acquisition adjustment	--	--
f)	Expenses recognized in the statement of profit & losses	24,490	(15,613)

Amount for the current period.		31st March 2017	31st March 2016
a)	Present value of obligation as at the end of period	421,778	357,785
b)	Fair value of plan assets as at the end of the period	516,543	477,040
c)	Surplus / Deficit	94,765	119,255
d)	Experience adjustment on plan Liabilities (loss) / gain	23,609	21,031
e)	Experience adjustment on plan Assets (loss) / gain	(330)	(2,862)

Movement in the liability recognized in the balance sheet.		31st March 2017	31st March 2016
a)	Opening net liability	357,785	336,635
b)	Expense as above	24,490	(15,613)
c)	Benefits paid	--	--
d)	Accrual return on plan assets	39,503	36,763
e)	Acquisition adjustment	--	--
f)	Closing net liability	421,778	357,785

NOTES**CONSOLIDATED ACCOUNTS****CHANDRA PRABHU INTERNATIONAL LTD.**

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

		31st March 2017	31st March 2016
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%	101%
h)	Bank Balance (For Gratuity)	31st March 2017	31st March 2016
	Total	100%	100%

NOTES
CONSOLIDATED ACCOUNTS

CHANDRA PRABHU INTERNATIONAL LTD.



Note : 32

Segment Reporting

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

S.No.	Particulars	Commodities		Other unallocable		Total	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Revenue						
	Intersegment Sale	4,959.96	4,959.96	-	-	4,959.96	4,959.96
	Other Income	-	-	158.55	158.55	158.55	158.55
	Total Net Sale/Income from operations	4,959.96	4,959.96	158.55	158.55	5,118.51	5,118.51
2	Results						
	Segment Results	39.82	39.82	52.44	52.44	92.26	92.26
	Operating Profit/(Loss)	-	-	-	-	92.26	92.26
	Interest Exp.	-	-	-	-	69.80	69.80
	Profit/(Loss) Before Tax	-	-	-	-	22.46	22.46
	Exceptional Items	-	-	-	-	-	-
	Tax related to earlier years	-	-	-	-	17.60	17.60
	Profit/(Loss) After Tax	-	-	-	-	4.86	4.86
3	Other Information						
	Segment Assets	3285.30	3285.30	-	-	3,285.30	3,285.30
	Segment Liabilities	2101.26	2101.26	-	-	2,101.26	2,101.26
4	Other						
	Capital Expenditure	-	-	20.15	20.15	20.15	20.15
	Depreciation	-	-	25.59	25.59	25.59	25.59
	Non cash expenses other than Depreciation	-	-	0.27	0.27	0.27	0.27

Note : 33

Due to Micro Small & Medium Enterprises

The company has no dues to Micro, Small & Medium Enterprises during the year ended March 31, 2017

Note : 34

Disclosure of the details of Specified Bank Notes (SBN) held and unissued during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below vide Notification No. 308(E) dtd 30/03/2017

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on 08.11.2016	1,620,000	126,552	1,746,552
(+) Permitted receipts	-	258,000	258,000
(-) Permitted payments	-	51,597	51,597
(-) Amount deposited in Banks	1,620,000	-	1,620,000
Closing cash in hand as on 30.12.2016	-	332,955	332,955

In terms of our report of even date

For J P S & CO

Chartered Accountants

FRN 004086N

CA J C Verma

Partner

M.No. 083210

Place : New Delhi

Dated: 26th May, 2017

For Chandra Prabhu International Limited

Akash Jain
Joint Managing Director
DIN : 00649385

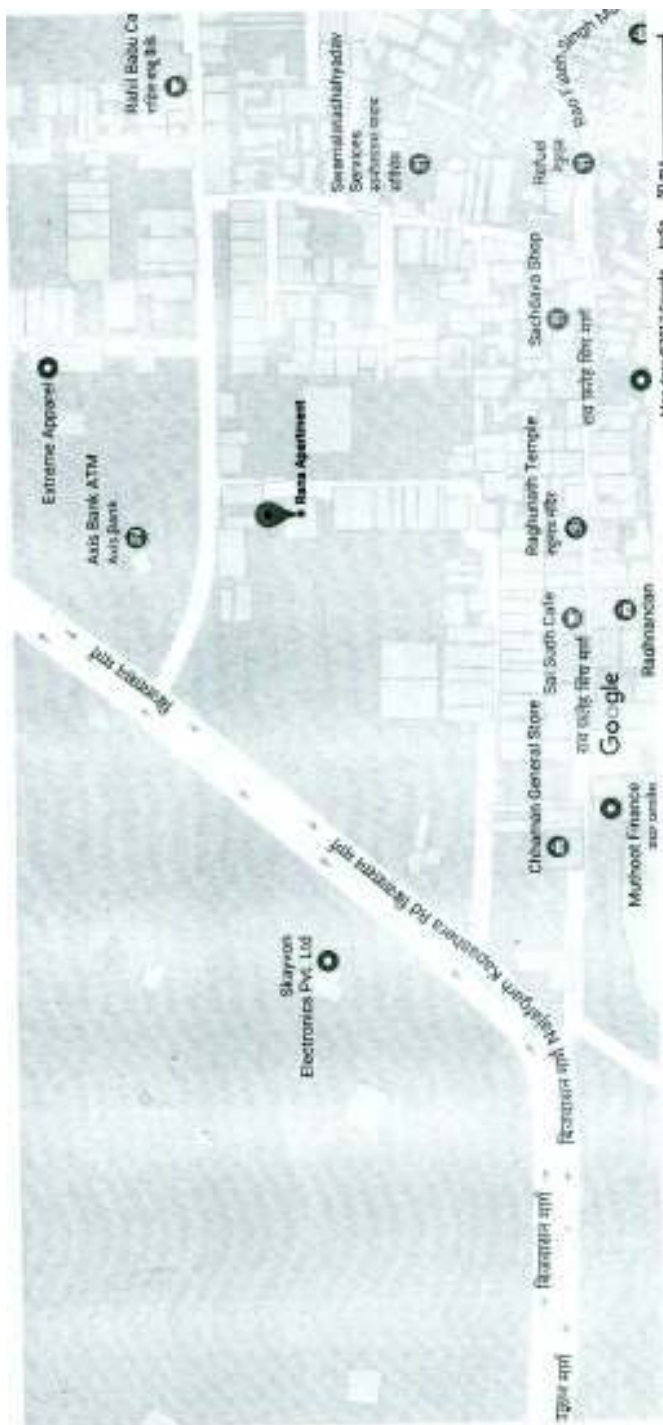
Prakash Goyal
Director
DIN : 03562736

Mansi Mehta
Company Secretary

Anwar Singh
Chief Financial Officer



Route Map Of The Venue Of Annual General Meeting (AGM) of M/s Chandra Prabhu International Ltd



CHANDRA PRABHU INTERNATIONAL LIMITED
 Reg. Off.: 14, Rani Jhansi Road, New Delhi-110056
 CIN: L51909DL1984PLC019441
 Email: info@cpil.com; cs@cpil.com; Phone: 011-23516567
www.cpil.com

32ND ANNUAL GENERAL MEETING, SATURDAY, SEPTEMBER 16, 2017

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 32nd Annual General Meeting of the Company to be held on Saturday, September 16, 2017, at 09:30 A.M. at Rana Apartment, Plot No. 547, Gali No.- 2, Kapashera, Bijwasan Road, New Delhi-110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	Types of resolution	For	Against
Ordinary Business				
1.	To receive, consider and adopt the Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2017 & the Reports of Directors & the Auditors' thereon.	Ordinary Resolution		
2.	Appointment of Statutory Auditor	Ordinary		

	To appoint M/s Mittal Garg Gupta & Co., Chartered Accountants (FRN 016591N) as statutory auditors of the Company and fix their remuneration by passing ordinary resolution.	Resolution		
	Special Business			
3.	Appointment of Mr. Gajraj Jain (DIN:-00049199) as a director of the Company.	Ordinary Resolution		
4.	Appointment of Mr. Gajraj Jain (DIN:-00049199) as Chairman Cum Managing Director of the Company.	Ordinary Resolution		
5.	Approval for Change in Terms of Appointment of Mr. Akash Jain (DIN:-00049303), Joint Managing Director.	Ordinary Resolution		
6.	Appointment of Mrs. Hemlata Jain (DIN:-00049212) as a Director(Woman) of the Company.	Ordinary Resolution		
7.	Appointment of Branch Auditors of the Company by passing ordinary resolution.	Ordinary Resolution		

Signed this _____ day of _____, 2017

(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 LTD

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