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**CHANDRA PRABHU
INTERNATIONAL LTD.**



35TH
ANNUAL
REPORT
2019-20

CHANDRA PRABHU INTERNATIONAL LIMITED (CPIL)

At a Glance

VISION & MISSION

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



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

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



CHAIRMAN MESSAGE

Excellence Driven By Passion

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

GAJRAJ JAIN
Chairman Cum Managing Director

**KEY MANAGERIAL PERSONNEL :**

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

BOARD OF DIRECTORS:

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

REGISTERED OFFICE

14, Rani Jhansi Road, New Delhi – 110 055

CORPORATE OFFICE

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

STATUTORY AUDITOR

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

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

INTERNAL AUDITOR

B. Rattan and Associates, Chartered Accountant

REGISTRAR AND SHARE TRANSFER AGENT

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

BANKERS

State Bank of India, New Delhi
 HDFC, New Delhi

BRANCHES

Bokaro, Chandasi, Guwahati, Gurgaon, Kolkata and Gandhidham

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



COMPOSITION OF COMMITTEES OF THE COMPANY



AUDIT COMMITTEE

Mr. Prakash Goyal – Chairman

Mr. Gajraj Jain – Member

Mr. Jitendra Kumar Mishra – Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Prakash Goyal – Chairman

Mrs. Hemlata Jain – Member

Mr. Jitendra Kumar Mishra – Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Prakash Goyal – Chairman

Mrs Hemlata Jain – Member

Mr. Gajraj Jain – Member



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STATUTORY SECTION



CHANDRA PRABHU INTERNATIONAL LIMITED

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

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

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

(CIN : L51909DL1984PLC019441)

NOTICE

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

ORDINARY BUSINESSES

1. To receive, consider and adopt :-

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

2. To appoint a Director in place of Mrs. Hemlata Jain (DIN: 00049212), who retires by rotation and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESSES

3. Appointment of Branch Auditors of the Company

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

"RESOLVED THAT pursuant to the provision of section 143(8), Rules made there under and other applicable provisions if any of the Companies Act, 2013 (Act.) as amended from time to time, the Board of Directors be and is hereby authorized to appoint branch auditors of the any branch office of the company,

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

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

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

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

August 07, 2020, Gurugram

Corporate Identification Number (CIN):
L51909DL1984PLC019441

Registered Office:

14, Rani Jhansi Road, New Delhi-110055
Phone: 011-23516567, Fax: 91-11-23553698
Corporate Off: 522, Fifth Floor, DLF Galleria Commercial Complex, DLF City Phase IV, Gurugram, Haryana-122009
Email: info@cpil.com **Phone:** +91-124-44754936
Website: www.cpil.com



Notes:

- (I) The relevant Explanatory Statement and reasons in respect of proposed Special Business (es) pursuant to Section 102 of the Companies Act, 2013 are annexed hereto. The relevant details pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 ("SEBI Listing Regulation") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/reappointment at this Annual General Meeting are also annexed herewith.
- (ii) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Securities Exchange Board of India (SEBI) Circular dated 12th May, 2020, the forthcoming 35th AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) from a common venue. Hence, Members can attend and participate in the ensuing AGM and also vote through VC/OAVM without physical presence of the Members at a common venue.
- (iii) In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 35th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM"). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
- (iv) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- (v) A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- (vi) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



- (vii) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (viii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated 12th May 2020, the Notice of AGM along with Annual Report for the financial year 2019-20 is being sent only through electronic mode to those whose email addresses are registered with the company/depositories. Members may note that the Notice and Annual Report has been uploaded on the website of the Company at www.cpil.com. The Notice as well as the Annual Report 2019-20 can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
- (ix) Corporate Members intending to send their authorized representatives to attend the meeting through VC/OAVM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (x) Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least ten days before the Meeting, so that the information required will be made available at the Annual General Meeting.
- (xi) All the documents referred to in the accompanying Notice of AGM and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM upon log-in to NSDL e-voting system at www.evoting.nsdl.com.
- (xii) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 15, 2020 to Monday, September 21, 2020 (both days inclusive) for the purpose of Annual General Meeting.
- (xiii) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, i.e. Alankit Assignment Ltd. 4E/2, Jhandewalan Extension, New Delhi-110055, quoting their Folio Number(s).
- (xiv) Pursuant to the requirements of Corporate Governance under Regulation 27 of SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015 entered into with the Stock Exchange(s), the brief resumes of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Corporate governance report in the Board's Report forming part of the Annual Report.
- (xv) Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2020 will also be available on the Company's website www.cpil.com for their download. For any communication, the shareholders may also send requests to the Company's designated email id: info@cpil.com, cs@cpil.com.
- (xvi) Pursuant to the provisions of Section 124(5) of the Companies Act 2013, dividend for the Financial year ended March 31, 2013, which shall be remained unclaimed or unpaid for a period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (IEPF) established under section 125 of the Companies act, 2013. Member(s) who have not encash their dividend warrants so far for the financial year



ended March 31, 2013 or any subsequent financial year are requested to make their claims to the office of the Registrar and Share Transfer Agents, Alankit Assignment Ltd ,4E/2, Jhandewalan Extension, New Delhi-110055. The dividend for the financial year ended March 31, 2013 will be transferred to the aforesaid account on or before November 29, 2020.

(xvii) 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.

(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 Regulation 40 of SEBI Listing Regulations, as amended, the securities of Listed Companies can be transferred only in dematerialized form w.e.f 01st April 2019, except in case of request received for transmission or transposition of securities.

In view of this and to eliminate all risks associated with physical shares and for ease of members, members holding shares in physical form are requested to converting their shares in dematerialized form .

Members can contact company or company's Registrar & Transfer Agent (RTA) i.e. Alankit assignment Ltd for assistance in this regard.

(xx) The Securities and Exchange Board of India has

mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Transfer Agent.

(xxi) As per the provisions of Section 152 of the Companies Act, 2013, the Company has received declarations from all the Independent Directors stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Mr. Prakash Goyal, Mr. Jitendra Kumar Mishra and Mr. Nishant Goyal Independent director of the company are not liable to retire by rotation. Further, Mr. Nishant Goyal resigned from the post of Directorship dated June 20, 2020.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") and rules made there under and as per the Article of Association of the Company Mrs. Hemlata Jain (DIN: 00049212), retires by rotation and being eligible, offers herself for re-appointment.

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

(xxii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of



Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as electronic voting on the date of the AGM will be provided by NSDL.

(xxiii) Since the AGM will be held through VC/OAVM, the route map is not annexed with the notice.

(xxiv) The Equity shares of the Company are mandated for trading in the compulsory demat mode.

The ISIN No. allotted for the Company's shares is INE368D01017.

Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amendment from time to time, and Regulation 44 of the SEBI Listing Regulations, The Company is pleased to inform that 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 the notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING BEFORE AND DURING THE AGM ARE AS UNDER:-

- (i) The Board of Directors has appointed Krishna Kumar Singh (Membership No. FCS 8493) of KKS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- (ii) The facility for voting through electronic voting system shall also be made available at the AGM and

the members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote through e-voting system at the AGM.

- (iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through Video Conferencing but shall not be entitled to cast their vote again.
- (iv) A member can vote either by remote e-voting or at the AGM through electronic mode. In case a member votes by both the modes then the votes cast through remote e-voting shall prevail and votes cast at the AGM shall be considered invalid.
- (v) The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: Log in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

STEP 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below :

a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “Forgot User Details / Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the home page of e-voting. Click on e-voting. Then, click on active Voting cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Chandra Prabhu International Limited
4. Now you are ready for e-Voting as Cast Vote page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for Shareholders :

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kksandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot user Details/ password?” or “Physical user Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
3. 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 or send a request at e-voting@nsdl.co.in
- 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS AND REGISTRATION OF EMAIL ADDRESSES FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:



1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company's RTA 's respective email id: rta@alankit.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company's RTA 's respective email id: rta@alankit.com/ can also contact to their Depository Participant(s).
3. The company/RTA shall co-ordinate with NSDL and provide the login credentials to the above mentioned shareholders.
4. For Permanent registration of their e-mail address, Members holding shares in demat form are requested to update the same with their Depository Participant ("DPs") and to Registrar in case the Members are holding shares in physical Form.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders/Members who have voted through Remote E-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders/members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
1. Shareholder/Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system.
1. Shareholders/Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Shareholders/Members are encouraged to join the Meeting through Laptops / iPads for better experience.



3. Further shareholders/Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. 10 days in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@cpil.com. These queries will be replied to by the company suitably by email or in the AGM.
 6. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
 7. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990.
- III. The remote e-voting period commences on Friday September 18, 2020 (9:00 am) IST and ends on Sunday September 20, 2020 (5:00 pm) IST. 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 Monday, September 14, 2020, 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.
- IV. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, September 14, 2020, 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 14, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- (xxv) 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 14, 2020, and not casting their vote electronically, may only cast their vote through e-voting system during the AGM i.e. www.evoting.nsdl.com.
- (xxvi) Investors who become members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the voting eligibility cut-off date i.e. September 14, 2020 are requested to send the written / email communication to the Company's RTA at rtat@alankit.com or NSDL at e-voting@nsdl.co.in by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e-voting. The Management/RTA will do their best to accommodate and execute such requests so that the Shareholder can participate in the e-voting which commences on Friday 18th September, 2020 (IST) and ends on Sunday, 20th September, 2020 (IST).
- (xxvii) The remote e-voting module on the day of the AGM shall be disabled by the NSDL for voting 15 minutes after the conclusion of the Meeting.



- V. 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.
- VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cpil.com and on the website of NSDL and communicated to the BSE Limited where the shares of the Company are listed.

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

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

**August 07, 2020
Gurugram**



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 of the accompanying Notice:

Item No 3

Appointment of Branch Auditor

The Company has branches at Bokaro, Chandasi, Guwahati, Gurgaon, Kolkata & Gandhidham and may also open/acquired new branches in future. As per the provisions of the section 143(8) of the Companies Act, 2013 it is necessary that the accounts of branches shall be audited either by accountant appointed under this act or by any other person qualified as an auditor of the Company under this Act. The members are requested to authorize the board of directors to appoint branch auditors.

The board commends the resolution at **item no.3** 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. 3** of accompanying notice.

By order of the Board of Directors

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Date-August 07, 2020

Place-Gurugram

Corporate Identification Number
(CIN) : **L51909DL1984PLC019441**

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

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

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

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



Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 02 is as follows:

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

Particulars	Mrs. Hemlata Jain
Date of Birth	05/06/1955
Date of Appointment/re-appointment	16/09/2017
Qualifications	Commerce Graduate
Expertise in specific functional areas	Experience in general management & administration
Directorship held in other Companies (excluding Foreign Company)	N.A.
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investor Grievance Committee)	NIL
Number of shares held in the Company	1104822 (29.88%)



Board's Report



DEAR MEMBERS,

YOUR DIRECTORS HAVE PLEASURE IN PRESENTING THE 35TH ANNUAL REPORT ON THE AFFAIRS OF THE COMPANY TOGETHER WITH THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020.



**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 2019-20 and to submit the 35th Annual Report & Audited Financial Statements (Standalone & Consolidated) comprised of Balance Sheet as on 31st March, 2020 and Profit & Loss Account for the period ended on 31st March, 2020.

FINANCIAL RESULTS

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20*	2018-19
Turnover/ Income from operations	11913.26	9042.46		9112.73
Other Income	3.26	9.44		9.91
Profit/(Loss) before tax, finance cost & depreciation	357.37	534.45		540.25
Finance Cost	77.21	87.57		100.37
Depreciation	9.59	13.98		20.115
Exceptional items (income)	-	10.00		
Profit/(Loss) before tax	260.57	432.89		419.76
Current Tax	45.88	86.76	NA	86.76
Tax Adjustments for earlier years	0.22	-		
Deferred Tax	23.88	88.75		83.06
MAT Credit Entitlement	-	(86.49)		(86.49)
Other Adjustments	-			
Profit/(Loss) After Tax	190.59	343.87		336.43
Add/(Less):Other Comprehensive Income (net of taxes)	0.35	(0.40)		(0.40)
Total Comprehensive Income/ (Expenses) for the year	190.94	343.47		336.03

*Note: The wholly owned subsidiary of the Company i.e M/s Alsan Rubber & Chemicals Private Limited ceased w.e.f 10/02/2020 and the accounts of the subsidiary has not been consolidated for the Financial Year ended 2019-20.

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 March 31, 2020.

TRANSFER TO RESERVE

The closing balance of the retained earnings of the Company for FY 2020, after all appropriation and adjustments was **Rs.9,63,76,146(Rupees Nine Crores Sixty Three Lakh Seventy Six Thousand One Hundred Forty Six Only).**

COMPANY'S PERFORMANCE

turnover during the year was **Rs. 11913.26 lakhs** as against **Rs. 9042.46 lakhs** in the previous year indicating a increment of about 31.75 % over the last year. The year under review resulted in Profit after Tax (PAT) attributable to shareholders of **Rs. 190.59 lakhs** which was mainly due to increased turnover/sales of coal and agro commodities as compared to Profit of **Rs. 343.86 lakhs** 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, the only wholly owned subsidiary of the Company i.e M/s Alsan Rubber & Chemicals Private Limited ceased w.e.f 10/02/2020 and accounts of the subsidiary has not been consolidated for the financial year 2019-2020. Hence the revenue from operation for financial year 2019-2020 is Not Applicable.

HUMAN RESOURCE DEVELOPMENT

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

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



COMPANY'S AFFAIRS

Chandra Prabhu International Ltd. is a well known name engaged mainly, in the business of trading of Coal, Synthetic Rubber and Chemicals 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.

COVID-19 PANDEMIC

The Covid-19 pandemic is redefining global health crisis of recent times and is spreading rapidly across the globe.

The bigger challenge is that it is not a mere health crisis and is having an unprecedented impact on Indian and global business environment. The Company has taken all necessary measures in terms of mitigating impact of the challenges being faced in the business due to the Covid-19 pandemic. The Company has also provided the facility to the employees of functioning of operations the Corporate Office to Work from Home under the 'work from home policy' as per the guidelines of the Government. Subsequently, the Corporate office of the Company has resumed functioning with lower strength of staff by complying all the norms related to social distancing, wearing of face Mask, proper sanitization and hygiene.

The revenues/ profitability of the Company are likely to be impacted more particularly profitability in view of closure of industries. The Company is closely monitoring the emerging situation arising out of COVID-19. It is neither possible to foresee the duration for which this pandemic will last, nor predict its course. Though we do hope that the business situation should normalize to a large extent during 3rd and 4th quarter of 2020-21. There are certain impact on the Capital and Financial resource due to COVID-19 however the Company is managing his operations by utilizing its available resources and additional credit facilities from Company's Bankers. Though the cash position is challenging, with our arrangements limits and tight control over expenditure, the company will be able to serve its debt and other financing arrangement.

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, 2020 to which the financial statement relates and the date of this report except the wholly owned subsidiary of the Company i.e M/s Alsan Rubber & Chemicals Private Limited ceased w.e.f 10/02/2020. Apart from writing off of some of its fixed assets amounting to Rs. 39,434/- (Rupees Thirty Nine Thousand Four Hundred Thirty Four Only).

CHANGE IN THE NATURE OF THE BUSINESS

During the period under review, there is no change in the nature of the business of the Company.



SUBSIDIARY AND ASSOCIATES COMPANIES

The Company had only one wholly owned subsidiary of the Company namely **M/s. Alsan Rubber & Chemicals Private Limited (CIN: U52100DL1995PTC068763) [ARCPL]** which was **ceased as on February 10, 2020**. ARCPL was mainly engaged in the business of trading of rubbers. The Company had sold its investment in the wholly owned subsidiary and now as on 31st March, 2020, it is no more subsidiary of the Company.



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, details regarding the aforesaid subsidiary is annexed in the prescribed Form **AOC-1** to this Report as '**Annexure –I**'

DIRECTORS RESPONSIBILITY STATEMENT

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

- i) in the preparation of the annual accounts, the applicable Indian 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 2019-20.



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) Regulations 2015, Mr. Prakash Goyal, Mr. Nishant Goyal and Mr. Jitendra Kumar Mishra was appointed as independent director of the company. 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.

During the Financial year 2019-20, there was no change in the Directorship. Further, Mr. Nishant Goyal resigned from the post of Independent Director of the company w.e.f 20th June, 2020.

KEY MANAGERIAL PERSONAL (KMP)

Mr. Gajraj Jain, Chairman Cum Managing Director, Mr. Amar Singh Chief Financial Officer, Ms. Komal, Company Secretary and Compliance Officer are the Key Managerial Personnel as per the provision of Section(s) 2(51), 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further Mrs. Mansi Mehta resigned from the post of Company Secretary & Compliance Officer dated 2nd March, 2020 and was relieved from the Company dated 25th March, 2020 and the Company had appointed Ms. Komal as Company Secretary & Compliance Officer of the Company dated 20th June, 2020.

DECLARATION GIVEN BY AN INDEPENDENT DIRECTOR(S) UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013

Declaration given by the independent directors meeting the criteria of independence as provided in section 149(6) of the Act & SEBI (LODR) Regulations, 2015 has been received and taken on record and there has been no change in the circumstances which may affect their status as independent director during the year.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS



The Board of Directors of your Company, met **9 (Nine)** times during the Financial year ended March 31, 2020, i.e. on 01st April, 2019, 28th May, 2019, 08th August, 2019, 28th August 2019, 11th October, 2019, 13th November, 2019, 13th January, 2020, 31st January, 2020 and 24th Feb, 2020 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.

MEETING OF INDEPENDENT DIRECTORS

During the financial year 2019-20, the meeting of Independent Director was held on 31st January 2020, to review the performance of Non Independent Director.

The gap between the Meetings was within the period prescribed under the Companies Act, 2013



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.

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as integral part of this Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETING AND GENERAL MEETING

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

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.

The board on recommendation of Nomination and Remuneration Committee approved Remuneration Policy for Director, KMP and Senior Management Employee are also available at the website of the company i.e. www.cpil.com.





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, the Company has adopted risk management policy, approved by Board of Directors and established a risk management framework to identify, mitigate and control the risk and threatens of risk.

INTERNAL CONTROL SYSTEMS

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

BOARD COMMITTEES



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

AUDIT COMMITTEE

The role, terms of reference, authority and powers of the Audit Committee are in conformity with Section 177 of the Companies Act, 2013 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.

NOMINATION & REMUNERATION COMMITTEE

The role, terms of reference, authority and powers of the Nomination & Remuneration Committee are in conformity with Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. The details of which are given in the Corporate Governance Report which forms a part of this Report.



STAKEHOLDER RELATIONSHIP COMMITTEE

The role, terms of reference, authority and powers of the Stakeholder Relationship Committee are in conformity with Section 178 of the Companies Act, 2013 read with Regulation 20 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. The details of which are given in the Corporate Governance Report which forms a part of this Report.

AUDITORS

STATUTORY AUDITORS & THEIR REPORT

Pursuant to the provisions of section 139 of the Act and the rules framed there under, the company at its AGM held on 16th September, 2017 appointed **M/s Mittal Garg Gupta & Co. Chartered Accountants** as the statutory auditor for a term of 5 (Five) consecutive years from the conclusion of the 32nd annual general meeting upto the conclusion of 37th annual general meeting to be held in the year 2022, subject to ratification of their appointment by members at every AGM, if so required under the act. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 enforced on 7th May 2018 by the Ministry Of Corporate Affairs. Accordingly no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.



SECRETARIAL AUDITORS & THEIR REPORT:

In terms of Section 204 of the Companies Act, 2013 and Rules framed there under and on the recommendation of the Audit Committee, the Board of Directors of the Company have voluntarily appointed M/s. KKS & Associates, Company Secretaries as the Secretarial Auditor of the Company for the financial year 2019-2020. 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**.

Further, in pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2020 as issued by M/s. KKS & Associates, Company Secretaries is also available at BSE India.com and on the website of the Company i.e www.cpil.com.

INTERNAL AUDITOR

M/S B. Rattan and Associates, Chartered Accountant continue to be the Internal Auditors of your company for the financial year 2019-20

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.

FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

During the year under review, there was no frauds reported by auditors under sub-section (12) of section 143 of the Companies Act, 2013



DISCLOSURE REGARDING MAINTAINANCE OF COST RECORD

The Company is not required to maintain the cost record as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

FUTURE PROSPECTS



The Company has improved tremendously from its last year performance and 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 has also entered into business of all kinds of infrastructure projects and is progressing steadily. Further, 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 Obligations & 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.

Further note that the only subsidiary of the Company i.e M/s Alsan Securities and Chemicals Private Limited ceased w.e.f 10th February, 2020 and the account of the subsidiary for the F.Y 2019-20 has not been consolidated.

VIGIL MECHANISM /WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act 2013 and Regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 which was ceased on February 10, 2020 as mentioned in AOC-2.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to formulate Corporate Social Responsibility (CSR) Policy and Committee as it does not fulfill the criteria specified under Section 135 of the Companies Act, 2013.

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 directors along with 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 2019-20. Except as on date there is inter se relation between Mr. Gajraj Jain, Chairman Cum Managing Director of the company who is the husband of Mrs. Hemlata Jain, Woman Director of the Company

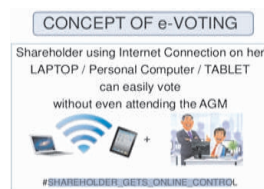
SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2020 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, 2020, no other director holds any share in the Company except Mrs. Hemlata Jain, Woman Director of the company holds 1104822 (29.88%) Equity shares of the Company and Gajraj Jain in HUF Capacity holds 181350 (4.90%) Equity Shares.



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 Obligations & disclosure Requirements) Regulations, 2015 read with the Ministry of Corporate Affairs General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, and 20/2020 dated 5th May, 2020 ('MCA Circulars') and also the Circular dated 12th May, 2020, issued by the Securities and Exchange Board of India ("SEBI Circular"). The instruction(s) for **"remote e-voting"** and **"e-voting"** during the AGM for ensuing Annual General Meeting is also provided with notice to shareholders of this Annual Report.



Remote E-voting facility before the AGM of our company will remain open from 18.09.2020, 9:00 a.m. till 20.09.2020.5:00 p.m.



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"**.

Link of same also available on website of the company i.e, www.cpil.com

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Code of Conduct to regulate, monitor and report Insider trading is uploaded on the Company's website: www.cpil.com

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		NIL
	Foreign Exchange Earning		
1.	Foreign Exchange Outgo		
i)	Foreign Traveling Expenses	Current Year	Rs. NIL
		Previous Year	Rs. NIL
ii)	CIF Value of Imports	Current Year	Rs. 1003 Lakhs
		Previous Year	Rs. 1039 Lakhs

PARTICULARS EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of Managerial Personnel, Directors and Employees of the Company is furnished in **Annexure V**



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 there under in this report, the same are given in the notes to the Financial Statements.

INVESTOR EDUCATION AND PROTECTION FUND



Pursuant to Section 124(5) of the Companies Act, 2013, Unpaid Dividend amount of the company which remained unpaid or unclaimed for a period of seven years from the date of such transfer has been transferred to the Investor Education and Protection Fund (IEPF) established under sub-section (1) of section 125. Member(s) who have not encash their dividend warrants so far for the financial year ended March 31, 2013 or any subsequent financial year are requested to make their claims to the office of the Registrar and Share Transfer Agents i.e M/s Alankit Assignment Ltd ,4E/2, Jhandewalan Extension , New Delhi-110055. The dividend for the financial year ended March 31, 2013 will be transferred to the aforesaid account on or before November 29, 2020.

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

In accordance with the provisions of the Sexual Harassment of Women at the Workplace (prevention, Prohibition & Redressal) Act, 2013 and the Rules framed there under for prevention and redressal of complaints of sexual harassment at workplace, along with a structured reporting and redressal mechanism. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the said Act. 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.



SIGNIFICANT MATERIAL ORDER PASSED BY REGULATORS OR COURT OR TRIBUNALS AGAINST THE COMPANY

During the period under review, there was no material order passed by regulators or court or tribunals against the company.

COMPLIANCE WITH THE SEBI (LISTING OBLIGATIONS & 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 2019-2020.



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

Gurugram
August 07, 2020

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Prakash Goyal
Director
DIN: 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441

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

Phone: 011-23516567, **Fax:** 91-11-23553698

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

Email: info@cpil.com, investor@cpil.com **Phone:** +91-124-44754936

Website: www.cpil.com



ANNEXURES

ANNEXURE-I

Form AOC-1

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

Part "A": Subsidiaries

The Company had only one wholly owned subsidiary namely **M/s. Alsan Rubber & Chemicals Private Limited (CIN: U52100DL1995PTC068763) [ARCPL] which was ceased as on February 10, 2020.** ARCPL was mainly engaged in the business of trading of rubbers. The Company had sold its investment in the wholly owned subsidiary and now as on March 31, 2020, it is no more subsidiary of the Company and the account of the subsidiary for the FY 2019-20 has not been consolidated.

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 - **Alsan Rubber & Chemicals Private Limited**

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

Gurugram
August 07, 2020

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Prakash Goyal
Director
DIN: 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441

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ANNEXURE-II

FORM NO. AOC-2

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

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

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

(Rs. in Lacs)							
Sr. No.	Name of the Related party	Nature of Relationship	Nature of contracts/Arrangements/ Transactions	Amount	Duration of contracts/ Arrangements /transactions	Salient terms of contracts or arrangements or transactions	Amount Paid as advance, if any
1.	Alsan Rubber & Chemicals Pvt. Ltd.	Subsidiary Up to 10.02.2020	Interest free temporary Advances given	3.00	One Year	Temporary Interest free Advances	NIL
2.	Alsan Rubber & Chemicals Pvt. Ltd.	Subsidiary Up to 10.02.2020	Interest free temporary received back	48.00	One Year	Temporary Interest free Advances	NIL
3.	Alsan Rubber & Chemicals Pvt. Ltd.	Subsidiary Up to 10.02.2020	Amount Receivable against Advances	86.28	One Year	Against Trading Transaction	NIL
4.	Alsan Rubber & Chemicals Pvt. Ltd.	Subsidiary Up to 10.02.2020	Amount Receivable against Advances	41.28	One Year	Temporary Interest free Advances	NIL
5.	Mrs. Hemlata Jain	Women Director	Interest Free Temporary Loan Received	693.50	One Year	Temporary Loan	NIL
6.	Mrs. Hemlata Jain	Women Director	Interest Free Temporary Loan Repaid	924.25	One Year	Temporary Loan	NIL

For and on behalf of the board of directors

Gurugram
August 07, 2020

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Prakash Goyal
Director
DIN: 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441

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

Phone: 011-23516567, **Fax:** 91-11-23553698

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ANNEXURE-III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2020

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

I. Registration and other details:

- i) **CIN:** L51909DL1984PLC019441
- ii) **Registration Date:** 29/11/1984
- iii) **Name of the Company:** CHANDRA PRABHU INTERNATIONAL LIMITED
- iv) **Category / Sub-Category of the Company:** Company limited by shares/ Indian Non-Government Company
- v) **Address of the Registered office, Corporate Office and contact details:**
Regt Office: 14, Rani Jhansi Road, New Delhi –110 055, **Phone:** 011-23516567

Corporate Office:

522, Fifth Floor, DLF Galleria Commercial Complex,
DLF City Phase IV, Gurugram, Haryana, 122009
E-mail Id:-info@cpil.com, cs@cpil.com,
Phone: +91-124-4475493, Website:-www.cpil.com.

- vi) **Whether listed company:** Yes
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any:**
Alankit Assignments Ltd.

Corporate Office: Alankit house, 4E/2, Jhandewalan Extension, New Delhi – 110055

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.	Coal	46610	83.17%
2.	Agro Food Products	46201	13.27%

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
Nil					

Note: The wholly owned subsidiary of the Company i.e M/s Alsan Rubber & Chemicals Private Limited ceased w.e.f 10/02/2020



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. 1.04.2019				No. of Shares held at the end of the year i.e. 31.03.2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2336485	0	2336485	63.182	2296090	0	2296090	62.09	(1.092)
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):-	2336485	0	2336485	63.182	2296090	0	2296090	62.09	(1.092)
(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)	2336485	0	2336485	63.182	2296090	0	2296090	62.09	(1.092)
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) FII's	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.	50582	500	51082	1.381	53152	500	53652	1.450	0.069
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	751429	85906	837335	22.643	613333	80006	693339	18.749	(3.894)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	468148	0	468148	12.660	651411	0	651411	17.615	4.955
c) Others (specify)									
(i) Non Resident Indians	3500	0	3500	0.095	3500	0	3500	0.095	0
(ii) Clearing Members	1450	0	1450	0.039	8	0	8	0.0002	(0.0388)
Sub- Total (B)(2)	1275109	86406	1361515	36.818	1321404	80506	1401910	37.910	1.092
Total Public Shareholding (B)=(B)(1)+(B)(2)	1275109	86406	1361515	36.818	1321404	80506	1401910	37.910	1.092
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3611594	86406	3698000	100	3617494	80506	3698000	100	0



ii) Shareholding of Promoters

SR. No.	Shareholder's Name	Share holding at the beginning of the year i.e. 01.04.2019			Share holding at the end of the year i.e.31.03.2020			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Abhash Jain	110003	2.975	0	69608	1.882	0	(1.092)
2.	Akash Jain	345000	9.329	0	0	0	0	(9.329)
3.	Gajraj Jain (HUF)	181350	4.904	0	181350	4.904	0	0
4.	Hemlata Jain	669820	18.113	0	1104822	29.876	0	11.763
5.	Piyush Jain	345000	9.329	0	345000	9.329	0	0
6.	Aditi Jain	150000	4.056	0	150000	4.056	0	0
7.	Sheetal Jain	190002	5.138	0	100000	2.704	0	(2.434)
8.	Vikas Jain	345310	9.338	0	345310	9.338	0	0
TOTAL		2336485	63.182	0	2296090	62.09	0	(1.092)



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. 01.04.2019		Date	Reason	Increase/ Decrease in Shares	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	Abhash Jain	110003	2.975	01.04.2019	Sale of shares through open market			
						(40395)		
				31.03.2020			69608	1.882
2.	Akash Jain	345000	9.329	01.04.2019	Transfer of share through off market i.e inter-se transfer			
						(345000)		
				31.03.2020			0	0.00
3.	Gajraj Jain (HUF)	181350	4.904	01.04.2019	Nil movement during the year			
				31.03.2020			181350	4.904
4.	Hemlata Jain	669820	18.113	01.04.2019	Acquisition of share through off market i.e inter-se transfer			
						435002		
				31.03.2020			1104822	29.876
5.	Piyush Jain	345000	9.329	01.04.2019	Nil movement during the year			
				31.03.2020			345000	9.329
6.	Aditi Jain	150000	4.056	01.04.2019	Nil movement during the year			
				31.03.2020			150000	4.056
7.	Sheetal Jain	190002	5.138	01.04.2019	Transfer of share through off market i.e inter-se transfer	(90002)		
				31.03.2020				100000
8.	Vikas Jain	345310	9.338	01.04.2019	Nil movement during the year			
				31.03.2020			345310	9.338
TOTAL		2336485	63.182				2296090	62.09

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 01.04.2019		Cumulative Shareholding at the end of year 31.03.2020	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1.	Richa Arneja	0	0	183056	4.9501
2.	Dheeraj Kumar Lohia	119847	3.241	61299	1.6576
3.	Nikhil Kucheria	0	0	61025	1.6502
4.	Ashok Kumar Khetarpal	0	0	49000	1.325
5.	Bhushan Singla	0	0	44088	1.1922
6.	Dharini Prijesh Kurani	0	0	41700	1.1276
7.	Seema Kucheria	38000	1.028	38000	1.028
8.	Pranav Gupta	38318	1.036	37500	1.014
9.	B.Parvathavardhini	31882	0.862	32182	0.870
10.	S. C. Khaneja	30715	0.831	30715	0.831



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

i) Shareholding of Directors & Key Managerial Personnel:

SR.No.	Name of Di rector/ Key/Managerial Personnel	Shareholding at the beginning of the year i.e. 01.04.2019			Purchase /Sale during the year		Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of shares	% of total Shares of the Company	Date	Reason	No. of Shares	No. of shares	%of total Shares of the Company
01.	Hemlata Jain	669820	18.113	01.04.2019	Acquisition of share through off market i.e inter-se transfer	435002		
				31.03.2020			1104822	29.876
02.	Gajraj Jain (HUF)	181350	4.904	01.04.2019	Nil movement during the year	0		
				31.03.2020			181350	4.904
Total		851170	23.017		31.03.2020		1286172	34.78

V. Indebtedness

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

Particulars	Secured Loans excluding deposits*(Refer Note-1)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,04,72,046	6,35,00,000	NIL	10,39,72,046
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	4,04,72,046	6,35,00,000	NIL	10,39,72,046
Change in Indebtedness during the financial year				
• Addition	1,45,74,42,965	9,81,75,097	NIL	1,55,56,18,062
• Reduction	(1,46,88,48,028)	(12,35,69,480)	NIL	(1,59,24,17,508)
Net Change	(1,14,05,063)	(2,53,94,383)	NIL	(3,67,99,446)
Indebtedness at the end of the financial year				
i) Principal Amount	2,90,66,983	3,81,05,617	NIL	6,71,72,600
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	2,90,66,983	3,81,05,617	NIL	6,71,72,600

***Note1:-It consists cash credit loan and vehicle loan**



VI. Remuneration of directors

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

Sl. no.	Particulars of Remuneration	Name of CMD: * Mr. Gajraj Jain	Total amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	(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)	0	0
	Ceiling as per the Act		

*Mr. Gajraj Jain, Chairman Cum Managing Director of the Company has not drawn any Salary/Remuneration during Financial Year 2019-20.



A. Remuneration to Other Key Managerial Personnel (Chief Financial Officer, Company Secretary and Manager etc.)

Sl. no.	Particulars of Remuneration	Name of CFO: Mr. Amar Singh	Name of Company Secretary & Compliance Officer : Mrs. Mansi Mehta (Till 25.03.2020)	Total amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.5,52,000/-	Rs. 4,72,258/-	Rs.10,24,258/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0
5.	Others, please specify	0	0	0
	Total (A)	Rs.5,52,000/-	Rs. 4,72,258/-	Rs.10,24,258/-
	Ceiling as per the Act			

C. Remuneration to Other Non-Executive Directors-No remuneration is paid to Independent Non Executive Director, they are only eligible for sitting fees for attending Board and Audit Committee Meetings

VII. Penalties / punishment/ compounding of offences

During FY 2019-20, there were no penalties/ punishment/ compounding of offences under the Companies Act, 2013.

For and on behalf of the board of directors

Gurugram
August 07, 2020

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Prakash Goyal
Director
DIN: 02598736

Corporate Identification Number (CIN): L51909DL1984PLC019441

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

Phone: 011-23516567, **Fax:** 91-11-23553698

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ANNEXURE-IV

FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

(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 and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India due to spread of COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2020** 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, 2020 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; **Not Applicable**
- d. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations 2015
- e. The Securities and Exchange Board of India (Depositories and Participant) Regulation, 2018
- f. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014. **Not Applicable**
- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **Not Applicable**
- h. The Securities and Exchange Board of India (Delisting of Equity Share) Regulations, 2009. **Not Applicable**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **Not Applicable**
- 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 Securities and Exchange Board of India (Listing Obligation & Disclosures Requirements) 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.

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
COP No: 9760

New Delhi
August 07, 2020

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
COP No: 9760**

**New Delhi
August 07, 2020**



ANNEXURE-V

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the

Financial Year 2019-20:

Sr. No.	Name of Director and KMP	Remuneration of Director and KMP for the financial year ended March 31, 2020 (in Rs.)	Ratio of remuneration of each director to median remuneration of employees	% increase in remuneration for the financial year ended March 31, 2020 provided for the purpose of section 197(12) of the Act
1.	Mr. Gajraj Jain, Chairman Cum Managing Director	NIL	-	-
2.	Mr. Amar Singh, Chief Financial Officer	5,52,000	-	-
3.	Mrs. Mansi Mehta, Company Secretary & Compliance Officer (Till 25th March, 2020)	4,72,258	-	-
4.	Mrs. Hemlata Jain, Woman Director	Not Applicable	Not Applicable	-
5.	Mr. Prakash Goyal, Independent Director	Not Applicable	Not Applicable	-
6.	Mr. Nishant Goyal, Independent Director	Not Applicable	Not Applicable	-
7.	Mr. Jitendra Mishra, Independent Director	Not Applicable	Not Applicable	-

**Note:**

- The remuneration to Non-Executive Directors consists of Sitting Fees only.
- It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration policy of the Company.
- There were Nine (9) permanent employees on the rolls of Company as on March 31, 2020.
- In the financial year, under review the percentage increase/decrease in the median remuneration for all employees was -3.89%.
- Remuneration includes Gratuity, leave encashment at the end of the year, contribution to provident fund and superannuation.

For and on behalf of the board of directors

Gurugram
August 07, 2020

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Prakash Goyal
Director
DIN: 02598736



MANAGEMENT DISCUSSION AND ANALYSIS



FORWARD LOOKING STATEMENTS

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. The Company disclaims any obligation to update these forward-looking statements, except as may be required by law.

Chandra Prabhu International Ltd. is a well known name in the trading of Coal and Synthetic Rubber for last many years. At CPIL, we acknowledge that the real value of any organization is determined by the value it delivers to its stakeholders. Across all our business and operations, we have been working towards achieving profitable growth in an ethical, environment friendly and socially responsible manner.

Indian Economy Overview:

India's gross domestic product (GDP) (at constant 2011-12 prices) was estimated to be Rs 145.65 lakh crore (US\$ 2.06 trillion) for 2019-20, growing 4.2 per cent over the previous year. India retained its position as the third largest start-up base in the world with over 8,900-9,300 start-ups as 1,300 new start-ups got incorporated in 2019 according to a report by NASSCOM. India's labour force is expected to touch 160-170 million by 2020 based on the rate of population growth, increased labour force participation and higher education enrolment among other factors according to a study by ASSOCHAM and Thought Arbitrage Research Institute. India's foreign exchange reserves reached Rs 37.31 lakh crore (US\$ 493.48 billion) in the week up to May 29, 2020 according to the data from RBI.



Government Initiatives

*Total expenditure for 2020-21 is budgeted at Rs 37.14 lakh crore (US\$ 531.53 billion), an increase of 13 per cent from 2019-20 (revised budget estimates).

*The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector which aims to take it to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

*The Government of India announced various economic packages, having a cumulative worth of around Rs 20 lakh crore (US\$ 283.73 billion) and being almost 10 per cent of India's GDP.

*Pradhan Mantri Garib Kalyan Package (PMGK) was introduced in April 2020 to provide relief to underprivileged and help them fight the battle against COVID-19. The budget allocated to the scheme was Rs 1.70 lakh crore (US\$ 24.12 billion).

*India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23. *The Government of India is going to increase public health spending to 2.5 per cent of the GDP by 2025.

*For implementation of Agriculture Export Policy, Government approved an outlay Rs 206.8 crore (US\$ 29.59 million) for 2019, aimed at doubling farmers income by 2022.

*Under the Pradhan Mantri Awas Yojana (Urban), Government has sanctioned more than 96.50 lakh houses under PMAY(U) and approved 606 proposals for the construction of 331,075 houses with an overall investment of Rs 15,125 crore (US\$ 2.16 billion).

*Around 26.02 million households were electrified by 31 March 2019 under Pradhan Mantri Sahaj Bijli Har Ghar Yojana (SAUBHAGYA).

*In the mid-term review of Foreign Trade Policy (FTP) 2015-20, the Ministry of Commerce and Industry enhanced the scope of Merchandise Exports from India Scheme (MEIS) and Service Exports from India Scheme (SEIS), increased MEIS incentive for ready-made garments and made-ups by 2 per cent, SEIS incentive by 2 per cent and increased the validity of Duty Credit Scrips from 18 months to 24 months. In April 2020, Government extended FTP for one more year (up to March 31, 2021).

The Industry: opportunities & Threats.

The Global pandemic caused by the novel corona virus comes at the time when both the Indian Economy and Automotive Industry were hoping for a recovery, and may result in negative impact on the expected growth rates. The absolute magnitude of impact which is still evolving depends on the extent of the ongoing lockdown and the effect caused by this pandemic. The volume growth in first quarter of FY 2020-21 has been very adversely affected due to this.

COVID-19 will impact all Stakeholders in the value chain who will experience both short and medium term impact. This could range from shortages of raw materials, liquidity crunch, delays in availability of material in customer demand.



Your company is working on various initiatives under the guidance of the Board, for ensuring Business Continuity, which includes a stage wise action plan i.e. before the lockdown, during the lockdown, immediately after the lockdown and thereafter, to safeguard people, financial health, supply chain, operations and community. The company is also working on the actions emphasising the worst case scenario in FY20-21 poised by the COVID-19 and has in place a set of concrete initiatives that may be implemented to survive this phase and be prepared for future business.

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

Industry Outlook:-

Coal plays a vital role in meeting global energy needs and is critical to infrastructure development. 38% of the world's electricity and 71% of the world's steel is produced using coal. Coal is a global industry, with coal mined commercially in over 50 countries and used in over 70.

The biggest consumer of coal in the country is the power sector. The Government of India plans to achieve a domestic coal production target of 1.5 billion tonnes by 2020—an ambitious growth from 2015's production of 612.4 million tonnes.

The Indian government has put out stringent environmental conditions for upcoming thermal plants. Going forward, it is expected that there would be increased oversight and more stringent standards for pollution monitoring, imposing costs on generation companies and also impacting coal quality requirements. This can perhaps increase use of washed coal or there could be an import substitution of domestic coal. Ministry of Environment, Forest and Climate Change would probably move for the older public sector – state/central to either shape-up or shut down. This would allow weak plants to either be improved or be removed from the pipeline, which will help in improving PLF and capacities coming online and demand growth balance could be maintained.

Company's Performance:-

The company has performed well and out of total revenue of **Rs. 11916.52 Lakhs**, company has generated revenue of **Rs. 10274.64 Lakhs** for the financial year 2019-2020 i.e. **86.221%** of revenue from coal segment has been attributed towards the total revenue of the company. Our company continues to perform well and exploit the available opportunities by effectively utilizing its resources.

Rubber

Industry Outlook:-

Indian rubber industry has been growing in along with the strength and importance, as a part of India's burgeoning role in the global economy. The global rubber market is expected to grow at a CAGR of 4.66% during the period 2017-2021.

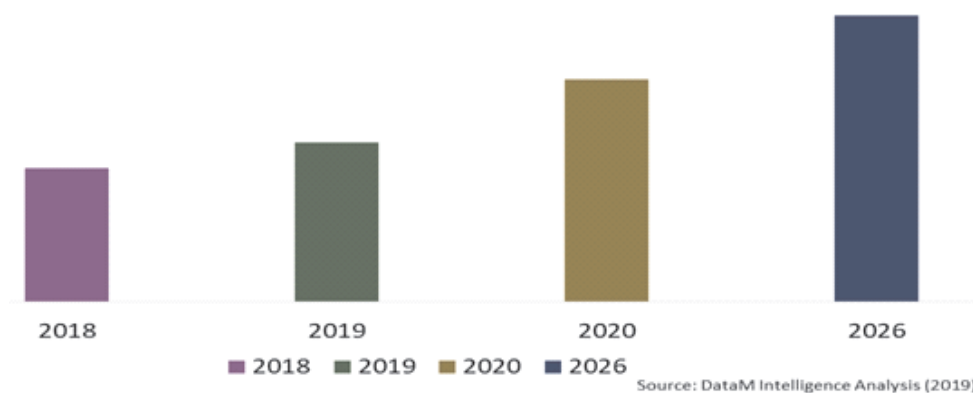
The prospect of growth is further enhanced by a boom in the vehicle industry, improving living standards of people and rapid over all industrialization.



Synthetic rubber is mostly used in the manufacture of tyres, besides in cycle tyres and tubes, footwear, belts and hoses, among other items. Consumption from the automotive sector is rising. Demand from the automotive sector is rising, and synthetic rubber finds usage in various automotive applications.

Synthetic rubber, like natural rubber, has uses in the automotive industry for tires, door and window profiles, hoses, belts, matting, and flooring. Synthetic rubber, like other polymers, is made from various petroleum-based monomers. It is any artificial elastomer. About fifteen billion kilograms (thirty-three billion pounds) of rubbers are produced annually, and of that amount two-thirds are synthetic. By application, the synthetic rubber market is segmented into footwear, industrial, automotive, construction and others. Others include electrical & electronics and healthcare.

Global Synthetic Rubber Market Value (USD Million), 2018-2026



The Indian rubber consumption is mostly used in Automotive tyre sector (50% consumption of all kind of rubber), Bicycles tyres and rubber (15%), Footwear (12%), Belts and hoses: 6% & Other Products: 10%

Challenges Ahead:

The major threats which can affect the company are as follows:

- Competition from domestic and international companies.
- Cheap imports from China

Demand in the rubber industry depends on economic growth and/or infrastructure development. Any slowdown in economic growth across region will impact the industry's fortune. With the government focus on GST, emission norms and safety standards, the automotive industry is likely to experience significant technology advancements over next 4-5 years.

Company's Performance:-

Our Company deals in trading of synthetic rubber, during the year under review the company's revenue from synthetic rubber was depressive as compared to Industry look. However, Company continue to strive hard despite of challenges faced and generated revenue amounting to **Rs. 57.49 Lakhs** for the financial year ended as on 31st March, 2020.



Agro Food Products

Industry Outlook:-

Economic Survey indicated that the government was keen on doubling farmers' income by 2022, for which it has launched several new initiatives that encompasses activities from seed to marketing. The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. It contributes around 8.80 and 8.39 per cent of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13 per cent of India's exports and six per cent of total industrial investment.

India is principally an agricultural country. Agriculture, with its allied sectors, is unquestionably the largest livelihood provider in India. Most of the industries also depend upon the sector for their raw materials. Steady investments in technology development, irrigation infrastructure, emphasis on modern agricultural practices and provision of agricultural credit and subsidies are the major factors contributed to agriculture growth.

Threats

- Volatility in raw material prices
- Seasonality of crops.

Company's Performance:-

Company has performed well and generated revenue of **Rs. 1581.13 Lakhs (13.27%)** from its Agro Products mainly in pulses, red lentils etc. during the year under review and it indicates an reduction in revenue from Agro based segment as compared to last year revenue for the financial year 2018-19.

COVID-19 – Business continuity and assessment of Financial impact

Business continuity

The Company has been extremely agile in its response to ensure business continuity while safeguarding the interests and safety of all the stakeholders including employees, vendors, customers, community and investors.

Supply chain operations

We witnessed some disruption in the supply chain at various points in time in different geographies. Operations in various states were temporarily shutdown at the start of the year. Units in other sourcing countries picked up the slack during that time. A lock-down in India led to a temporary closure of Indian operations at the end of March, resuming partial operations on 1st week of June, 2020. We have been adhering to all the directives issued by government authorities across our Indian operations. Emphasis on a quick turnaround of product offerings based on the need and changing preferences of customers, strengthening the supply chain network, and renewed focus on customer satisfaction will enable us to further improve our operating and financial performance.

Financial impact

The Company has made detailed assessments of its liquidity position and of the recoverability and carrying values of its assets, comprising property, plant and equipment, inventories, investments, receivables and other current assets as on the Balance Sheet date. Given the uncertainties associated with the nature, condition and duration of COVID-19, the impact assessment on the Company's financial statements will be continuously made and provided for as required.



Internal controls and their adequacy

The internal control framework is designed to ensure appropriate safeguarding of assets, maintaining accurate accounting records, and providing reliable financial information and other data. This system is supplemented by internal audit, reviews by the management, and documented policies, guidelines, and procedures. The Company has a well-defined organizational structure, authority levels and internal rules and guidelines for conducting business transactions. The Company intends to undertake further measures, as necessary, in line with its intent to adhere to procedures, guidelines and regulations, as applicable, in a transparent manner.

B. Rattan & Associates, an external independent firm, carries out the internal audit of the Company's operations and reports its findings to the Audit Committee. Internal audit also evaluates the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness through periodic reporting. Internal audit is carried out as per risk-based internal audit plan, which is reviewed by the Audit Committee of the Company; the committee periodically reviews the findings and suggestions for improvement, and is apprised on the implementation status in respect of actionable items.

Business Outlook and Overview:

The company has managed to achieve profit despite of the challenging environment. Chandra Prabhu International limited's distribution network, marketing strategy and innovation in product manufacturing distinguish it from other player. Company believes in achieving higher level of economic productivity through diversification, technological upgrading and innovation.

Company believes that a highly diverse, inclusive and collaborative culture is the key ingredients to fuel faster growth. Company has maintained diversification by dealing in business of coal, synthetic rubber and agro foods and aims to exploit the opportunities available in different sector and which provides benefit to the company.

For and on behalf of the board of directors

Gurugram
August 07, 2020

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Prakash Goyal
Director
DIN: 02598736



REPORT ON CORPORATE GOVERNANCE



The Corporate Governance Report, FY 2019-20, 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:

Effective Corporate governance practices constitute the strong foundation on which successful commercial are built to last. 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.

The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors as well as Non-Executive Directors including Independent Director.

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:

- i. 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.



- ii. 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, 2020 have been made by the Directors. As on March 31, 2020, none of the Directors are related to each other except Mr. Gajraj Jain, Chairman Cum Managing Director is husband of Mrs. Hemlata Jain, Woman Director of the company.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.
- iv. 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 appraised the Board on the overall performance of the Company at every Board Meeting. The Board reviews performance of the Company and sets the strategy for future. The Board takes on record the actions taken by the company on all its decisions periodically.
- v. 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, 2020 in respect of each Director is given herein below:

Name of Director	Category	Attendance particulars			\$ Other Directorships	No. of Share held	No. of Committee positions held in other public limited companies*	
		at Board Meetings held during 2019-2020		At AGM held on 28 th September 2019			Chairman	Member
		Held	Attended					
Chairman Cum Managing Director Mr. Gajraj Jain	Promoter & Executive	9	9	YES	2	181350	0	0
Directors Mr. Prakash Goyal	Independent Non-Executive	9	9	YES	2	-	2	0
# Mr. Nishant Goyal	Independent Non-Executive	9	4	YES	1	-	0	0
Mrs. Hemlata Jain	Woman Director Promoter & Non-executive	9	7	NO	0	1104822	0	0
Mr. Jitendra Kumar Mishra	Independent Non-Executive	9	4	NO	1	-	3	0

**Note:-**

- 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.
- # Mr. Nishant Goyal, Independent Director of the company resigned from directorship due to other pre-occupation w.e.f 20th June, 2020
- \$Gajraj Jain Director in Kaithar Floor Mills Private Limited, North East Paper & Industries Limited
Prakash Goyal Director in Ekam Leasing and Finance Co. Limited and Alsan Rubber & Chemical Private Limited.
Jitendra Kumar Mishra Independent Director in South West Pinnacle Exploration Limited
Nishant Goyal Director in Trinity Polytech Private Limited

(B) Date and No. of Board Meetings held

During the Financial year ended **March 31, 2020**, the Board met 9 (Nine) times on **01st April, 2019, 28th May, 2019, 08th August, 2019, 28th August, 2019, 11th October, 2019, 13th November, 2019, 13th January, 2020, 31st January, 2020 and 24th February, 2020.**

3. COMMITTEES OF THE BOARD**I. 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.



The Auditors of the Company are invited to participate in the meetings of Audit Committee wherever necessary.

There was no change in the composition of Audit Committee during the Financial Year 2019-20. The Composition of the committee as follow:-

Name of Director	Designation
Mr. Prakash Goyal	Chairman
Mr. Gajraj Jain	Member
Mr. Jitendra Kumar Mishra	Member

(B) Meeting / Attendance

During the financial year ended 31st March 2020 the Audit Committee of the company met four times. The dates of the meetings were **28th May, 2019, 08th August, 2019, 13th November, 2019 and 31st January, 2020.**



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. Jitendra Kumar Mishra	Member	4	4
Mr. Gajraj Jain	Member	4	4

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 34th Annual General Meeting of the Company held on September 28th, 2019 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 Obligations & 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177(1) of the Companies Act, 2013. Further the Audit Committee has been granted powers as prescribed under Regulation 18(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

II. NOMINATION AND REMUNERATION COMMITTEE

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) of 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 2019-20. The Composition of the committee as follows:-

<i>Name of Director</i>	<i>Designation</i>
Mr. Prakash Goyal	Chairman
Mr. Jitendra Kumar Mishra	Member
Mr. Nishant Goyal	Member

There was no change in the composition of Nomination and Remuneration Committee during the Financial Year 2019-20 but Mr. Nishant Goyal resigned from Directorship w.e.f. June 20, 2020, and subsequently ceased to be the member of NRC Committee and the board has reconstituted the NRC Committee on 20th June, 2020 and Mrs. Hemlata Jain has been appointed in place of Mr. Nishant Goyal as the member of Nomination and Remuneration Committee w.e.f. 20th June, 2020.

At present, the composition of the Nomination and remuneration committee is as under :

<i>Name of Director</i>	<i>Designation</i>
Mr. Prakash Goyal	Chairman
Mrs. Hemlata Jain	Member
Mr. Jitendra Kumar Mishra	Member

(B) Meeting / Attendance

During the financial year ended 31st March, 2020 the Nomination and Remuneration Committee of the company met four times. The dates of the meetings were **28th May, 2019, 08th August, 2019, 13th November, 2019 and 31st January, 2020.**

The Attendance of Nomination and Remuneration Committee is as follows:-

<i>Name of the Director</i>	<i>Designation</i>	<i>Attendance at Committee Meeting</i>	
		<i>Held</i>	<i>Attended</i>
Mr. Prakash Goyal	Chairman	4	4
Mr. Jitendra Kumar Mishra	Member	4	4
Mr. Nishant Goyal*	Member	4	4

* Mr. Nishant Goyal resigned from Board and ceased from the membership of NRC Committee w.e.f. June 20, 2020.

(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:



- a) 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;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity;
- d) 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) Remuneration of Managing Director/Whole Time Directors

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

1. At the time of appointment or re-appointment of the Managing Director/Executive Director/ Whole Time Director, such remuneration shall be paid as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the Managing Director /Executive Director / Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
2. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
3. The remuneration of the Managing Director/Executive Director/Whole Time Director are broadly divided into Basic Salary, Allowances, perquisites, amenities, retirement benefits and commission (subject to availability of profits).
4. In determining the remuneration, the Nomination and Remuneration Committee shall ensure/ consider the following:
 - a. The relationship of remuneration and performance benchmark is clear.
 - b. Responsibility required to be shouldered by the Managing Director/ Executive Director/Whole Time Directors, the industry benchmarks and the current trends.

(E) Directors Remuneration:

Details of remunerations paid to the Directors are also given in MGT-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 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. Gajraj Jain	Chairman Cum Managing Director	NIL	NIL



Non Executive Directors of the company were not paid any remuneration during the year under review, however sitting fees was paid to Independent Director.

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 28, 2019, 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/WTM/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) available on the website of the company.

(F) 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 behavior and judgment.

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

- (A)** Pursuant to Regulation 20 of SEBI(LODR) Regulation, 2015, the Stakeholders Relationship Committee (hereinafter referred as "SRC Committee") shall consist of a Chairperson who shall be a Non-Executive Director and other members of the committee shall be as decided by the Board.



During the year 2019-20, there was no change in the composition of Stakeholders Relationship Committee. The Composition of the Committee as follow:



Name of the Director	Designation
Mr. Nishant Goyal*	Chairman
Mr. Prakash Goyal	Member
Mr. Gajraj Jain	Member

Further Mr. Nishant Goyal resigned from the board and ceased to be the member of SRC Committee w.e.f June 20, 2020. Thereafter the board had reconstituted the committee and change the Composition of the Committee and Mrs. Hemlata Jain was appointed as the member of SRC Committee w.e.f June 20, 2020.

The composition of Reconstituted Committee is as under :-

Name of Director	Designation
Mr. Prakash Goyal	Chairman
Mrs Hemlata Jain	Member
Mr. Gajraj Jain	Member

(B) Meeting / Attendance

The Stakeholders Relationship committee met on **were 28th May, 2019, 08th August, 2019, 13th November, 2019 and 24th February, 2020** 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 meetings.

Name of the Director	Designation	Attendance at Committee Meeting	
		Held	Attended
Mr. Nishant Goyal*	Chairman	4	3
Mr. Prakash Goyal	Member	4	4
Mr. Gajraj Jain	Member	4	4

* Mr. Nishant Goyal resigned from Board and ceased from the membership of NRC Committee w.e.f June 20, 2020.

(C) Terms Of Reference:-

The Committee reviews and deals with the complaints and queries received from the investors. This committee also consider and resolve security holder related matters i.e, consider and approve issue of share certificates (including issue of renewed and duplicate share certificates), transfer and transmission of securities, etc.

The SRC is constituted in line with the provisions of SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015 read with section 178 of the Companies Act, 2013.



The Committee deals with the following matters:

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

The Shareholders grievance committee met during financial year **2019-2020** 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, 2020** were **NIL**.

*Mrs. Mansi Mehta, Company Secretary & Compliance Officer has been designated as compliance officer to monitor the share transfer process and liaison with the regulatory authorities. Mrs Mansi Mehta resigned and relieved from the Post of Company Secretary & Compliance Officer of the Company dated 25th March, 2020. Further the Company has appointed Ms. Komal as Company Secretary & Compliance Officer of the Company and has been designated as compliance officer to monitor the share transfer process and liaison with the regulatory authorities w.e.f June 20, 2020.

4. INDEPENDENT DIRECTORS MEETING:

As per Regulation 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as well as pursuant to Section 149(8) of the Companies Act, 2013 read with Schedule IV and in accordance with the Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel, the Independent Directors have, at their meeting held on **31st January, 2020**.

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

5. DETAILS ON GENERAL BODY MEETINGS



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



S. NO.	Financial Year	Date of AGM	Place of AGM	Time	Whether any Special Resolution passed
1.	2018-19	September 28, 2019	Satvik by Chabra Farms, Pushpanjali Farms, G -1, Dwarka Link Road, Near Tivoli, Bijwasan, New Delhi - 110037.	10:00 A.M.	<ul style="list-style-type: none"> Re-appointment of Mr. Prakash Goyal (DIN: 02598736) as Independent Director of the Company. Re-appointment of Mr. Nishant Goyal (DIN: 06541748) as Independent Director of the Company. Approved the borrowing limits of the company u/s 180 (1)(c) of the Companies Act, 2013
2.	2017-18	September 28, 2018	Madhu Farm House, Jain Colony, Near Balajee Properties, Thane Vala Road, Bhalaswa Dairy, New Delhi - 110042.	10:00 A.M.	No
3.	2016-17	September 16, 2017	Rana Apartment, Plot No. 547, Gali No. 2, Kapeshera, Bijwasan Road, New Delhi- 110037	9:30 A.M.	No

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

(C) 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:

- Appointment of Scrutinizer who is not in the employment of the Company.
- Notice of postal ballot along with the explanatory statement to shareholders by following modes:
 - By registered post or speed post or,
 - Through electronic means like registered email id or,
 - 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:

- Annual Report containing financial statements (standalone and consolidated), Board's Report, Management Discussion & Analysis (MD&A) Report, Auditor's Report and other information are circulated to members and others who are entitled to it.





- (b) Half yearly and Quarterly results are submitted to the Stock Exchange in accordance with SEBI(LODR)2015 and the same are published regularly in the newspapers i.e. Financial Express (English) and Hari Bhoomi (Hindi) and also updated on the Website of the Company.
- (c) All important information relating to the Company and its performance, including the financial results, shareholding pattern, Corporate Governance Report and policies are displayed on the Company's website www.cpil.com.
- (d) The website also displays all official press releases issued by the Company, if any. The Company disseminate all price sensitive information into the public domain by way of intimating the same to stock exchanges, i.e. BSE Ltd immediately. The same is also displayed on the Company's website.

7. GENERAL SHAREHOLDER INFORMATION:

I	Date, Time & Venue of AGM	The forthcoming 35th Annual General Meeting of your Company will be held on will be held on Monday, the 21 st September, 2020 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") at common venue but shall be deemed to be held at its Registered Office at 11:00A.M. The Notice for holding the said Annual General Meeting along with Annual Report etc. shall be only emailed to members. Members are requested to use the option of e-voting on proposed resolutions through facilities provided by National Securities Depository Ltd.(NSDL) with procedure as detailed in the Notice convening the Annual General Meeting. Those who do not use E-Voting facility during the E-voting period can cast their Votes online at the time of the AGM. Members holding shares are again requested to register their email address with RTA/their own depositories so that they can receive the Annual Report and any other communication from the company through email. They are also requested to complete their KYC with PAN and BANK A/c details as it is made mandatory by SEBI.
II	Financial Calendar	
	Financial Year	April 01, 2020 to March 31, 2021
	First Quarter Results	By 07 th August, 2020
	Second Quarter Results	By 10 th of November, 2020
	Third Quarter Results	By 11 th of February, 2020
	Fourth Quarter & Annual March, 31, 2019	By 28 th of May, 2021
III	Book Closure	The register of Member will remain closed for transfer from 15th Day of September, 2020 (Tuesday) till 21st Day of September, 2020 Monday)
IV	Listing	The Company's Share are listed and traded on Bombay Stock Exchange 1 st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai- 400 001)
V	Stock Code	530309(BSE)
	ISIN No.(Demat No.) NSDL & CDSL	INE 368D01017
VII	Registrar and Share Transfer Agents:	<i>Alankit Assignment Ltd.</i> 4E/02, Jhandewalan Extension, New Delhi- 110055 Ph: 011- 42541234/23541234 Fax: 011- 23552001 E-mail: info@alankit.com Website: www.alankit.com
VIII	Dividend Payment Date (for the financial year 2019-20)	Nil. No dividend has been declared by the board for the FY 2019-20.

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, 2019	18.70	15.40
May, 2019	17.30	16.00
June, 2019	34.20	16.55
July, 2019	37.40	29.40
August, 2019	29.05	24.65
September, 2019	23.50	18.05
October, 2019	20.80	16.40
November, 2019	23.40	18.40
December, 2019	23.50	18.80
January, 2020	20.00	16.65
February, 2020	18.05	15.90
March, 2020	17.00	13.90

(X) SHARE TRANSFER SYSTEM

The Company has authorised RTA for transmission/ dematerialisation/re-materialisation etc., who process the formalities related thereto, on an average of once a week. The share certificates are returned/dispatched to the shareholders by the RTA after necessary endorsements, normally within 15 days from the date of receipt. Delays, if any, are mostly due to differences in signature and/or non-receipt of copy of PAN.

The Company obtains a half-yearly certificate from Practicing Company Secretaries as per the requirement of Regulation 40 (9) of Listing Regulations and the same is filed with the Stock Exchanges and is available on the website of the Company.

In terms of requirements to amendments to Regulation 40 of Listing Regulations w.e.f March 31, 2020, transfer of securities in physical form shall not be processed unless the securities are held in the dematerialized form with a depository.

The Company has appointed Alankit Assignments Limited as its Registrar and Share Transfer Agent (RTA). All share transfer and related operations are conducted by RTA which is registered with the SEBI. The RTA has adequate infrastructure to serve the shareholders and process the share transfer.

(XI) Distribution of Share holding :

(A) Distribution of Share holding as on 31st March, 2020

No. of Shares held	Shareholders		No. of Shares	
	Number	% to Total	Shares	% to Total
Upto 5000	1413	97.18	600521	16.24
5001 – 10000	18	1.24	132201	3.57
10001 – 20000	06	0.41	90093	2.44
20001 – 30000	0	0.00	0.00	0.00
30001 – 40000	4	0.28	138397	3.74
40001 – 50000	3	0.21	134788	3.64
50001 – 100000	04	0.28	291932	7.89
100000 and above	06	0.41	2310068	62.47
Total	1454	100	3698000	100

(B) Shareholding Pattern as on 31st March, 2020 :

Categories	No. of Shares	% of Shareholding
Indian Promoters	2296090	62.09
Persons Acting in Concert	-	-
Institutional Investors	-	-
Corporate Bodies	53652	1.45
Indian Public	1344758	36.37
Non Resident Indians.	3500	0.095
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

The Company has set up requisite facilities for dematerialization of its equity shares in accordance with the provisions of Depository Act, 1996 with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreements with both the depositories. International Securities Identification Number (ISIN) for equity shares is INE 368D01017. The status of dematerialization as on 31st March, 2020 is as under:



Mode		No. of Share	%	
1.	Dematerialization Form	CDSL	644513	17.43%
		NSDL	2972981	80.39%
Sub Total			3617494	97.82%
2.	Physical		80506	2.18%
Total			3698000	100%

As on 31st March, 2020 **36,17,494 Equity Shares** of the Company have been dematerialized representing **97.823%** of the total Paid up Equity Share Capital.

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

(XIV) Commodity price risk or Foreign Exchange Risk and hedging activities: Nil

(XV) 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, 2020. A declaration to this effect for part of the report.



(XV) Address for correspondence :

Shareholder Correspondence may be addressed to:

<p><u>Registered Office:</u> Secretarial Department Chandra Prabhu International Ltd. 14, Rani Jhansi Road, New Delhi 110 055</p> <p>Ph: 011-43012349 Fax: 011 23553698</p> <p><u>Corporate Office:</u> 522, Fifth Floor, DLF Galleria Commercial Complex, DLF City Phase IV, Gurugram, Haryana, 122009</p> <p><u>Email:</u> info@cpil.com, cs@cpil.com <u>Phone :</u> +91-124-44754936</p>	<p><u>OR</u></p>	<p><u>Registrar & Transfer Agent:</u> Alankit Assignment Ltd. 4E/2, Jhandewalan Extension, New Delhi- 110 055</p> <p>Ph : 011- 42541234/23541234 Fax: 011- 23552001 E-mail: info@alankit.com</p>
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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 34 of SEBI (LODR) Regulations, 2015 read with Schedule V 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.

IV. DISCLOSURE OF ACCOUNTING TREATMENT

The company has followed the Indian 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.



The Company had adopted a “Code of Conduct for insider trading” in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 on April 1, 2019. The code is applicable to promoters and promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulation. The Company has also formulated 'The code of Practices and procedures for fair disclosure of Unpublished Price Sensitive Information' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and this code is displayed on the Company's website viz., www.cpil.com.

• **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. At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained in this regard. The Chairman and Managing Director also have a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board/ Committee meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for directors are available on the Company's weblink viz., www.cpil.com

• **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 has been no inter se relationship between directors during the Financial Year 2019-20 except Mr. Gajraj Jain, Chairman Cum Managing Director of the company who is the husband of Mrs. Hemlata Jain (Mrs. Hemlata Jain appointed as 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.



- **OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS**

As of March 31, 2020, the Company does not have any outstanding convertible instruments, which are likely to have an impact on the equity of the Company.

- **DETAILS REGARDING SEXUAL HARASSMENT OF WOMAN AT WORKPLACE**

During the year, no complaint was received to the board, as per Policy on Anti Sexual Harassment of the Company, under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- **DETAILS REGARDING UNCLAIMED AMOUNT OF DIVIDEND**

The detail of unclaimed amount of dividend and its transfer into IEPF is provided in the Board's Report.

- **RECOMMENDATIONS OF COMMITTEES OF THE BOARD**

There were no instances during the financial year 2019-20, wherein the Board had not accepted recommendations made by any committee of the Board.

- **CONFIRMATION REGARDING INDEPENDENCE OF DIRECTOR**

Pursuant to Regulation 149 (6) and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, declaration of Independence submitted by the Independent Director, the board of the Company confirms that all the independent directors fulfil the conditions specified in Listing Regulations and are independent of the Management.

- **DETAILED REASON REGARDING RESIGNATION OF INDEPENDENT DIRECTOR**

Mr. Nishant Goyal, Independent Director of the Company resigned from the post of directorship dated 20th June, 2020 and due to other pre-occupation, Mr. Nishant Goyal resigned from the Directorship, there is no material reason regarding the resignation of the same and the confirmation regarding the same as received from the director was already submitted at www.bseindia.com.

- **POLICY FOR DETERMINING MATERIAL SUBSIDIARIES**

Pursuant to Regulation 16(1) (c) of the Listing Regulations, the Company has formulated a policy for determining a "material" subsidiary, the details of which is available on the website of the Company at www.cpil.com.

- **POLICY REGARDING RELATED PARTY TRANSACTION**

Pursuant to Regulation 23 of the Listing Regulations, the Company has formulated a policy regarding related party transaction, the details of which is available on the website of the Company at www.cpil.com

- **DISCLOSURE REGARDING RELATED PARTY TRANSACTION**

Pursuant to regulation 23(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has made the disclosure regarding related party transaction to the Stock Exchange.

- **CEO/CFO CERTIFICATE**

In terms of regulation 17(8) of the Listing Regulations, the Managing Director and CEO and the CFO made a certification to the board of Directors in the prescribed format for the year at the review, which has been reviewed by the audit Committee and taken on record by the Board. The same is attached as **Annexure VI**.

- **CERTIFICATE ON CORPORATE GOVERNANCE**

Certificate from **M/s KKS and Associates, Practicing Company Secretary** confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations attached as **Annexure VII**.



- **CERTIFICATE FROM PRACTICING COMPANY SECRETARY**

Certificate as required pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, received from Mr, Krishna Kumar Singh, Proprietor of **M/s KKS and Associates, Practicing Company Secretary** that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. Certificate For Non- Disqualification Of Directors as Attached as **Annexure VIII**.

- **CHART SETTING OUT THE SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS**

The Board of Directors along with Nomination & Remuneration Committee(NRC), identifies the right candidate with right qualities, skills and practical expertise/competencies required for the effective functioning of individual member to possess and also the Board as a whole. The Committee focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behavior, independent judgement of the person in selecting a new Board member. In addition to the above, incase of independent directors, the Committee shall satisfy itself with regard to the independence of the directors to enable the Board to discharge its functions and duties effectively .The same are in line with the relevant provisions of the Listing Regulations. The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which is currently available with the Board:-

- a) **Finance & Accounting Competence**

(Exposure in handling financial management of a large organization along with understanding financial statements)

- b) **Leadership quality in running Large Enterprises**

(Expertise in Leading well-governed Large Organisation with an understanding of organizational Structure and its environment, risk management and emerging Local & global trends)

- c) **Understanding use of latest technology in trading of rubber, coal and agro product sector:-**

(Understanding the use of latest technology across trading sector and ability to anticipate technology driven changes and disruption impacting the business)

- d) **Expertise in understanding of changing regulatory framework**

(Expertise in handling large public companies with high governance standard and understanding of changing regulatory framework)

- e) **Exposure in setting the business Strategies**

(Ability to build up Long term Business strategies to bring growth in business consistently, profitability, competitively and in a sustainable manner in a diverse business environments and changing economic conditions)



Expertise/Skill of individual directors are highlighted below:

Name of Directors	Area of Expertise				
	Finance & Accounting	Leadership quality	latest technology	Regulatory framework	business Strategies
Gajraj Jain	✓	✓	✓	✓	✓
Prakash Goyal	✓	✓	✓	✓	✓
Hemlata Jain	✓	✓	✓	✓	✓
Nishant Goyal	✓	✓	✓	✓	✓
Jitendra Kumar Mishra	✓	✓	✓	✓	✓

• UN-MODIFIED OPINION IN AUDITORS REPORT

During the current financial year, there are no audit qualifications in the financial statements of the Company. The Company continues to adopt appropriate best practices in order to ensure unqualified financial statements.



• AUDITORS' REMUNERATION



The total fees for all services paid by Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/ network entity of which the statutory auditor is a part of are as follows:

Particulars	Name of Statutory Auditor	Amount (In Lakhs)
A.Payment to Statutory Auditors	Mittal Garg Gupta & Co.,Chartered Accountants	Rs. 1.80
B.Payment to all the entities in the Statutory Auditors network firms	R Tayal & Associates	NA
Total (A+B)		Rs. 1.80

• UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONAL PLACEMENT

During the year under review, the Company has not raised any proceeds by way of preferential issue or qualified institutional placement.

• DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

During the year under review, the Company does not possess any commodity price risks and commodity Hedging activities.



• **COMPLIANCES OF NON –MANDATORY & DISCRETIONARY REQUIREMENTS AS PER SCHEDULE II PART E OF THE SEBI LISTING REGULATIONS**

The quarterly and half yearly financial performance are published in the newspaper and are also posted on the website of the Company and hence, not being sent to the Shareholders.

The internal auditor of the Company makes presentation to Audit Committee on their reports.

The Company Financial Statements for the year 2019-20 does not contain any audit qualification. The Company's audited Financial Statements are accompanied with unmodified opinion from Statutory Auditor of the Company

OTHER USEFUL INFORMATION TO SHAREHOLDERS



- Shareholders/beneficial owners are requested to quote their folio no. /DP and client ID nos., as the case may be, in all correspondence with the RTA/ Company.
- Shareholders holding shares in physical form are requested to notify to the RTA/Company, PAN, email Ids, change in their address/pin code number and bank account details promptly by written request under the signatures of sole/first joint holder.
- Beneficial owners of shares in demat form are requested to send their instructions regarding PAN, email ids, change of name, change of address, bank details, nomination, power of attorney etc., directly to their DP as the same are maintained by the DPs.
- Non-resident members are requested to immediately notify change in their residential status on return to India for permanent settlement and particulars of their NRE bank account with a bank in India, if not furnished earlier.
- In case of loss/misplacement of shares, investors should immediately lodge a FIR/complaint with the police and inform RTA/ Company along with original or certified copy of FIR/acknowledged copy of the complaint.
- Shareholders(s) of the Company who have multiple accounts in identical name(s) or holding more than one share certificate in the same name under different ledger folio(s) are requested to apply for consolidation of such folio(s) and send the relevant share certificates to the Company/RTA.
- Shareholders are requested to provide their valuable suggestions for improvement of our investor services. We request shareholders whose shares are in the physical mode to dematerialize their shares. Shareholders are requested to quote their e-mail IDs, telephone/fax numbers for prompt reply to their communication.

**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

In accordance with the regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 all the Board members and senior management personnel for the financial year ended 31st March, 2020 affirmed compliance with the code of conduct laid down by the Board of Directors for them.

For Chandra Prabhu International Limited

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

By order of the Board of Directors

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Gurugram
August 07, 2020

Corporate Identification Number (CIN): L51909DL1984PLC019441

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

Phone: 011-23516567, **Fax:** 91-11-23553698

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

Email: info@cpil.com, investor@cpil.com **Phone:** +91-124-44754936

Website: www.cpil.com



ANNEXURE-VI

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

We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2020, 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) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we 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 and on behalf of the board of directors

Gurugram
August 07, 2020

Amar Singh
Chief Financial Officer

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199



ANNEXURE-VII

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, 2020 as stipulated in :-

- Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the period April 1, 2019 to March 31, 2020 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, 2019 to March 31, 2020.

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, and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India due to spread of COVID-19 pandemic, 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 KKS & ASSOCIATES

Krishna Kumar Singh
Practicing Company Secretary
Membership No. : F8493
COP No. : 9760

DATE: AUGUST 07, 2020
PLACE: NEW DELHI



ANNEXURE-VIII

**CERTIFICATE FOR NON- DISQUALIFICATION OF DIRECTORS
(PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE 10(I) OF THE SEBI
(LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**TO,
THE MEMBERS,
CHANDRA PRABHU INTERNATIONAL LTD.**

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of **M/s. Chandra Prabhu International Ltd.** having CIN: L51909DL1984PLC019441 and having registered office at no. 14, Rani Jhansi Road,, New Delhi 110055 and Corporate Office at 522, Fifth Floor, DLF Galleria Commercial Complex, DLF City Phase IV, Gurugram, Haryana, 122009 (hereinafter called the company) produced before me by the company for the purpose of issuing the certificate, in accordance with Regulation 34(3) read with schedule V para C Sub Clause 10 (i) of the SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verification (including director identification number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India due to spread of COVID-19 pandemic, I hereby certify that none of the directors on the board of the company as stated below for the financial year ending on 31st march, 2020 has been debarred or disqualified from being appointed or continuing as directors of companies by the securities and exchange board of india, ministry of corporate affairs or any such other statutory authority.

Sr. No.	Name of director	Din	Designation
1.	Mr. Gajraj Jain	00049199	Chairman Cum Managing Director
2.	Mrs. Hemlata Jain	00049212	Woman Director
3.	Mr. Nishant Goyal*	06541748	Independent Director
4.	Mr. Prakash Goyal	02598736	Independent Director
5.	Mr. Jitendra Kumar Mishra	07983426	Independent Director

* Mr.Nishant Goyal , Independent Director resigned from directorship w.e.f. 20 June 2020 .He was not disqualified during his term.

Our verification of the information relating to the directors available in the official web site of MCA. Our verification of the disclosures/ declarations/ confirmations provided by the said directors to the company and other relevant information, explanation and representations provided by the company, its officers and agents.

We wish to state that the management of the company is responsible to ensure the eligibility of a person for appointment/ continuation as a director on the board of the company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness of the corporate governance processes followed by the management of the company.

FOR KKS & ASSOCIATES

**Krishna Kumar Singh
Practicing Company Secretary
Membership No. : F8493
COP No. : 9760**

**DATE: AUGUST 07, 2020
PLACE: NEW DELHI**



FINANCIAL STATEMENTS



MITTAL GARG GUPTA & CO.
Chartered Accountants
Firm Registration No.: 01659IN



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Independent Auditors' Report

To The Members of

M/s Chandra Prabhu International Ltd

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Chandra Prabhu International Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.



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Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013(the Act) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Board of Director is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.



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Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 Act, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit 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 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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.



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- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, no remuneration is paid by the Company to its directors during the year ,thus no comments are called for on this clause.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Mittal Garg Gupta & Co**
Chartered Accountants
FRN 016591N

Place: New Delhi
Dated: 20th June, 2020

C A Sanjay Gupta
Partner
M. No. 093321



MITTAL GARG GUPTA & CO.
Chartered Accountants
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Annexure "A" 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 Property Plant and Equipment (fixed assets).
 - (b) The Property Plant and Equipment (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(iii)(a)(b) and (c) are not applicable to the company.
 4. In our opinion and according to the information and explanations given to us, the company has complied with provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
 5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits, hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, are not applicable to it. According to the information and explanations given to us, no order has been passed against the company by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.



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6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013, for any of the services rendered by the company.
7. According to the information and explanations given to us and on the basis of examination of the records of the Company, in respect of statutory dues:
 - a. the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, sales-tax, wealth tax, income tax, service tax, custom duty, excise duty, value added tax, cess and any other material statutory dues with the appropriate authorities to the extent applicable and further, there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March 2020..
 - 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 was in arrears as on 31st March, 2020 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, no Term loan raised during the year.
10. During the course of our examination of the books & records of the company carried out in accordance with the generally accepted auditing Practices in India and according to the information and explanation given to us, we have neither come across any instances of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by Management.
11. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable Indian accounting standards.



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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-IA of the Reserve Bank of India Act, 1934.

For Mittal Garg Gupta & Co
Chartered Accountants
FRN 016591N

Place: New Delhi
Dated: 20th June, 2020

C A Sanjay Gupta
Partner
M. No. 093321



MITTAL GARG GUPTA & CO.
Chartered Accountants
Firm Registration No.: 01659IN



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Annexure “B” 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, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, 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 standalone Ind AS 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.



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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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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 Mittal Garg Gupta & Co
Chartered Accountants
FRN 016591N

Place: New Delhi
Dated: 20th June, 2020

C A Sanjay Gupta
Partner
M. No. 093321



Balance Sheet as at 31st March, 2020

Amount in ₹

Particulars	Notes	As at 31st March 2020	As at 31st March, 2019
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3	2,624,389	3,878,287
(b) Financial Assets			
(i) Investment	4	-	6,000,000
© Deferred tax assets (net)	5	4,111,429	6,512,965
(d) Other Non-Current Assets	6	3,098,587	3,063,475
Total Non-Current Assets		9,834,405	19,454,727
(2) Current Assets			
(a) Inventories	7	68,905,059	48,968,964
(b) Financial Assets			
(i) Trade Receivables	8	151,640,980	163,224,645
(ii) Cash and Cash Equivalents	9	2,167,513	796,808
(iii) Bank Balances other than (ii) above	10	255,290	1,218,454
(c) Other current assets	11	56,979,115	34,530,439
Total Current Assets		279,947,957	248,739,310
Total Assets		289,782,362	268,194,037
EQUITY AND LIABILITIES			
Equity			
(i) Equity Share Capital	12	36,980,000	36,980,000
(ii) Other Equity	13	98,136,370	81,271,067
Total Equity		135,116,370	118,251,067
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	-	425,585
(b) Provisions	15	454,691	434,070
Total Non-Current Liabilities		454,691	859,655
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	66,747,015	102,862,681
(ii) Trade Payables	17	63,716,054	34,670
(iii) Other Financial Liabilities	18	680,875	796,234
(b) Other Current Liabilities	19	23,013,878	44,750,481
(c) Provisions	20	53,479	50,581
(d) Current Tax Liabilities	21	-	588,668
Total Current Liabilities		154,211,301	149,083,315
Total Equity and Liabilities		289,782,362	268,194,037
Significant Accounting Policies	1 & 2		
The accompanying notes are an integral part of the financial statements			
As per our Report of even date.			
For Mittal Garg Gupta & Co		For and on behalf of the Board of Directors	
Chartered Accountants			
FRN: 01659IN			
CA Sanjay Gupta		Gajraj Jain	Prakash Goyal
Partner		Chairman Cum Managing Director	Director
M No : 093321		DIN -00049199	DIN -02598736
Place: New Delhi		Komal	Amar Singh
Dated: 20th June, 2020		Company Secretary	Chief Financial Officer


Statement of Profit and Loss for the period ended on 31st March, 2020

Amount in ₹

S No	Particulars	Note	31st March 2019-20	31st March 2018-19
	<u>Income</u>			
I	Revenue from operations	22	1,191,325,972	904,245,995
II	Other Income	23	325,971	944,143
III	Total Income (I + II)		1,191,651,943	905,190,138
	<u>Expenses:</u>			
IV	Purchase of Stock-in-Trade	24	1,132,905,056	723,113,592
	Changes in inventories of Stock-in-Trade	25	(19,936,097)	104,625,378
	Employee Benefit Expenses	26	3,939,733	5,660,692
	Finance Costs	27	7,720,564	8,757,214
	Depreciation	3	959,397	1,398,292
	Other Expenses	28	39,006,040	18,345,520
	Total Expenses		1,164,594,693	861,900,688
V	Profit before exceptional items and tax	(III - IV)	27,057,250	43,289,450
VI	Exceptional Items	29	1,000,000	-
VII	Profit before tax (VII - VIII)		26,057,250	43,289,450
VIII	<u>Tax expense:</u>			
	(1) Current tax		4,587,874	8,676,102
	(2) Mat Credit entitlement		-	(8,648,622)
	(3) Prior period tax Adjustment - income		22,454	-
	(4) Deferred tax Assets/(Liabilities)		2,387,908	8,874,993
	Total Tax Expenses		6,998,236	8,902,473
IX	Profit/(Loss) for the period (XI + XIV)		19,059,014	34,386,977
X	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	Re-measurement gains / (losses) on defined benefit plans		48,985	(53,382)
	Tax effect on above		(13,628)	13,745
	Net Other Comprehensive Income not to be reclassified to profit or loss in subsequent periods (A)		35,357	(39,637)
XI	Total Comprehensive Income for the period, net or tax		19,094,371	34,347,340
XII	Earning per equity share:			
	Basic & Diluted	30	5.15	9.30
Significant Accounting Policies		1 & 2		
The accompanying notes are an integral part of the financial statements				
<p><i>As per our Report of even date.</i></p> <p>For Mittal Garg Gupta & Co Chartered Accountants FRN: 016591N</p> <p>CA Sanjay Gupta Partner M No : 093321</p> <p>Place: New Delhi Dated: 20th June, 2020</p>				
<p>For and on behalf of the Board of Directors</p> <p>Gajraj Jain Chairman Cum Managing Director DIN - 00049199</p> <p>Prakash Goyal Director DIN -02598736</p> <p>Komal Company Secretary</p> <p>Amar Singh Chief Financial Officer</p>				



Cash Flow Statement for the year ended 31st Marh, 2020

Amount in ₹

Particulars	For the year Ended 31st March, 2020	For the year Ended 31st March, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	26,057,250	43,289,450
Adjustments for :		
Depreciation	959,397	1,398,292
Interest Expense	7,720,564	8,757,214
Other Income	(325,971)	(944,143)
(Loss) / Profit on Sale of Shares	1,000,000	-
Discard of Assets	39,434	165,382
Exchange difference on translation of foreign currency cash and cash equivalents	-	1,738,085
Re-measurement gains / (losses) on defined benefit plans	48,985	(53,382)
Tax effect on above	(13,628)	13,745
Operating profit before Working Capital change	35,486,031	54,364,643
Adjustments for :		
(Increase)/Decrease in Inventories	(19,936,095)	104,625,378
(Increase)/Decrease in Trade Receivable	11,583,665	(83,665,714)
(Increase)/Decrease in Other Current Assets	(22,448,676)	(23,658,792)
(Increase)/Decrease in Other Non Current Assets	(35,112)	(545,427)
Increase/(Decrease) in Trade Payable	63,681,384	(39,241,799)
Increase/(Decrease) in Other Current Liabilities	(21,736,603)	34,774,969
Increase/(Decrease) in Other Financial Liabilities	(115,359)	(99,585)
Increase/(Decrease) in Short Term Provision	2,898	(4,390)
Increase/(Decrease) in Current Tax Liabilities	(588,668)	588,668
Increase/(Decrease) in Long Term Provision	20,620	135,758
Cash Generated from Operations	45,914,085	47,273,710
Direct Taxes paid	(4,596,704)	27,480
NET CASH FLOWS FROM OPERATING ACTIVITIES [A]	41,317,381	47,301,190
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	(150,047)
Sale of Fixed Assets	255,071	-
Sale of Investment	5,000,000	-
Interest Received	325,971	944,143
NET CASH FLOWS FROM INVESTING ACTIVITIES [B]	5,581,042	794,096
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) from Long Term Borrowing	(425,585)	(683,780)
Proceeds/(Repayment) from Short Term Borrowings	(36,115,666)	(40,874,442)
Interest Paid	(7,720,564)	(8,757,214)
Dividend and dividend distribution tax paid	(2,229,067)	-
NET CASH FLOWS FROM FINANCING ACTIVITIES [C]	(46,490,882)	(50,315,436)
Exchange difference on translation of foreign currency cash and cash equivalents	-	(1,738,085)
Net increase/(decrease) in cash and cash equivalents [A+B+C]	407,541	(2,220,150)
Cash and cash equivalents at the beginning of the year	2,015,262	5,973,497
Cash and cash equivalents at the end of the year	2,422,803	2,015,262
Detail of cash and cash equivalents as on the end of the year:		
Cash and cash equivalents as on		
On Current Accounts	1,100,571	222,309
Unclaimed Dividend Account	255,290	112,454
In Fixed Deposit	-	1,106,000
Cash-in-Hand	1,066,942	574,499
	2,422,803	2,015,262
<i>As per our Report of even date.</i>	For and on behalf of the Board of Directors	
For Mittal Garg Gupta & Co	Gajraj Jain	Prakash Goyal
Chartered Accountants	Chairman Cum Managing Director	Director
FRN: 016591IN	DIN -00049199	DIN -02598736
CA Sanjay Gupta		
Partner		
M No : 093321		
Place: New Delhi	Komal	Amar Singh
Dated: 20th June, 2020	Company Secretary	Chief Financial Officer



STATEMENT OF CHANGES IN EQUITY

Statement of Changes in Equity for the period ended 31.03.2020

A. Equity Share Capital (Note 12)

Equity Shares of Rs 10 par value	No of Shares	Amount
As at 1 April 2018	3,698,000	36,980,000
Issue/Reduction, if any during the year	-	-
At 31 March 2019	3,698,000	36,980,000
Issue/Reduction, if any during the year	-	-
At 31 March 2020	3,698,000	36,980,000

B. Other Equity (Note 13)

	Reserves and Surplus		Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Total
	General Reserves	Retained Earnings			
As at 1 April 2018	3,989,291	42,976,329		(41,893)	46,923,727
Profit for the year		34,386,977			34,386,977
Adjustment to Profit & Loss					-
Net Comprehensive Income for the year- Gratuity		-		(39,637)	(39,637)
Transfer to retained earnings		-		-	-
As at 31 March 2019	3,989,291	77,363,306		(81,530)	81,271,067
Profit for the year		19,059,014			19,059,014
Adjustment to Profit & Loss				-	-
Net Comprehensive Income for the year - Gratuity		-		35,357	35,357
Transfer to retained earnings		-		-	-
Less: Dividend Paid		(1,849,000)			(1,849,000)
Less: Dividend Distribution Tax		(380,067)			(380,067)
As at 31 March 2020	3,989,291	94,193,253		(46,173)	98,136,370

Note:

General reserve : General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of dividend.**Retained earnings** : The balance held in this reserve is the accumulated retained profits and is permitted to be distributed to shareholders as part of dividend.*As per our Report of even date.*For Mital Garg Gupta & Co
Chartered Accountants

FRN: 016591N

CA Sanjay Gupta

Partner

M No : 093321

Place: New Delhi

Dated: 20th June, 2020

Gajraj Jain
Chairman cum Managing Director
DIN -00049199Prakash Goyal
Director
DIN-02598736Company Secretary
KomalAmar Singh
Chief Financial Officer

For and on behalf of the Board of Directors



Policies and Notes Forming Part of Financial Statement for the year ended 31st March, 2020

Note : 1

Corporate Information

- 1 Chandra Prabhu International Ltd. referred to as "CPIL" or "the Company" was incorporated on 29th November, 1984 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 Agro products.

Alsas Rubber & Chemicals Private Limited" ceased to be wholly owned subsidiary w.e.f 10.02.2020

1.1 Basis of preparation of Financial Statements

The standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments, which are measured at fair value and the provisions of the Companies Act 2013. The IndAS are prescribed under section 133 of the Act read with Rule 3 of the Indian Accounting Standards ("Ind AS") as issued under the Companies (Indian Accounting Standards) Rules, 2015.

1.2 Use of Judgement, Estimates and Assumptions

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

1.3 Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

A) Formulation of Accounting Policies

Need not be applied when the effect of applying them is immaterial. In the absence of an Ind AS that specifically applies to a transaction, other event or condition, management has used its judgement in developing and applying an accounting policy that results in information that is:

- a) relevant to the economic decision-making needs of users and
- b) reliable in that financial statements:
 - (i) represent faithfully the financial position, financial performance and cash flows of the Company;
 - (ii) reflect the economic substance of transactions, other events and conditions, and not merely the legal form;
 - (iii) are neutral, i.e. free from bias;
 - (iv) are prudent; and
 - (v) are complete in all material respects on a consistent basis



In making the judgement management refers to, and considers the applicability of, the following sources in descending order:

- (a) the requirements in Ind ASs dealing with similar and related issues; and
- (b) the definitions, recognition criteria and measurement concepts for assets, liabilities, income and expenses in the Framework.

The financial statements are prepared on going concern basis using accrual basis of accounting.

B) Materiality

Ind AS applies to items which are material. Management uses judgement in deciding whether individual items or groups of item are material in the financial statements. Materiality is judged by reference to the size and nature of the item.

The deciding factor is whether omission or misstatement could individually or collectively influence the economic decisions that users make on the basis of the financial statements. Management also uses judgement of materiality for determining the compliance requirement of the Ind AS. In particular circumstances either the nature or the amount of an item or aggregate of items could be the determining factor. Further the Company may also be required to present separately immaterial items when required by law.

C) Defined benefit plans

The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future post-retirement medical benefit increase. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. the discount rate is generally based upon the market yields available on Government Bonds at the accounting date.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates for the country.

D) Deferred Tax

Deferred tax assets are recognised for all deductible temporary differences including the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Indian GAAP required deferred taxes to be accounted for using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period, Ind AS 12 Income Taxes required entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of any asset or liability in the balance sheet and its tax base. The application of Ind AS 12 has resulted in recognition of deferred tax on new temporary differences which was not required under India GAAP.

In addition, certain transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments have been recognised in correlation to the underlying transaction either in retained earnings or as a separate component of equity.



E) Impairment of Trade Receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

Note : 2

Significant Accounting Policies

2.1 Current and non-current Classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is treated as current by the Company when:

- (a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- (b) it holds the asset primarily for the purpose of trading;
- (c) it expects to realize the asset within twelve months after the reporting period; or
- (d) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current by the Company when:

- (a) it expects to settle the liability in its normal operating cycle;
- (b) it holds the liability primarily for the purpose of trading;
- (c) the liability is due to be settled within twelve months after the reporting period; or
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities

2.2. Property, Plant and Equipment (PPE)

Land is carried at historical cost. All other items of property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The initial cost of an asset comprises its purchase price and any costs directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of property, plant and equipment initially recognized separately are derecognized upon disposal or when no future economic benefits expected from its use or disposal or when the property, plant and equipment has been reclassified as ready for disposal. Any gain or loss arising on derecognition of the asset is included in the statement of profit and loss when the asset is derecognized.

Residual value and useful life of property, plant and equipment are reviewed at each financial year end and changes are accounted for as a change in accounting estimates on a prospective basis.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item depreciated separately. However, significant part(s) of an item of PPE having same useful life and depreciation method are grouped together in determining the depreciation charge.



Costs of the day-to-day servicing described as for the 'repairs and maintenance' are recognised in the statement of profit and loss in the period in which the same are incurred.

2.3 Depreciation and Amortization

Depreciation on property, plant and equipment, except freehold land, is provided as per cost model on written down value basis over the estimated useful lives of the asset as per Schedule II of the Companies Act, 2013.

Depreciation is charged on addition, deletion on pro-rata basis including the day of deletion or addition.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Standalone Statement of Profit and Loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The estimates made by the management for the useful life of the Property Plant and Equipments are as follows:-

Type of Asset	Period (Estimated Useful Life)
Vehicles-Car	8 years
Vehicles- Motor Bike	10 years
Plant & Machinery	15 years
Office Equipments	5 years
Furniture & Fixtures	10 years
Computers	3 years

The company has decided to retain the useful life/ Residual Value hitherto adopted for various categories of properties plant and equipments as prescribed in Schedule II of the Act.

2.4 Borrowing costs

Borrowing costs are expensed as and when incurred except where they are directly attributable to the acquisition, construction or production of qualifying assets i.e. the assets that necessarily takes substantial period of time to get ready for its intended use, in which case they are capitalised as part of the cost of those asset up to the date when the qualifying asset is ready for its intended use.

2.5 Leases

A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset. Title may or may not eventually be transferred. An operating lease is a lease other than a finance lease.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.



2.6 Inventories

Inventories of coal/rubber/agro products are stated at lower of weighted average cost or net realisable value. Net realisable value represents the estimated selling price of inventories less all estimated costs of completion and costs necessary to make the sale. Cost includes all costs of purchases and incidental expenses incurred in bringing the inventory to their present condition and location.

Custom duty on material imported are provided for at the applicable rate.

2.7 Cash and Cash Equivalent

Cash comprises cash in hand and current deposits with banks. Cash equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash which are subject to an insignificance risks of changes in value.

2.8 Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Current income tax assets and liabilities are measured at the amounts expected to be recovered from or paid to the taxation authorities; on the basis of the taxable profits computed for the current accounting period in accordance with Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized in other comprehensive income or directly in equity is recognized in other comprehensive income or in equity, respectively, and not in the statement of profit and loss. The Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2.9 Investment in subsidiary

Investments in equity shares of subsidiary is recorded at cost and reviewed for impairment at each reporting date.

The company has chosen the carrying value of the investment in subsidiary as on date of transition to IndAS i.e. 01.04.2016 as deemed cost.

2.10 GST / Sales Tax

The net amount of Sales tax recoverable from or payable to the taxation authority is included as part of receivables or payables in the Balance Sheet.

GST is shown as net of receivable and payable in the Balance Sheet.

2.11 Foreign Current Transactions

a) Initial Recognition

Foreign Current Transactions are recorded in Indian Currency by applying the exchange rate between the Indian Currency and Foreign Currency at the date of the transaction.

b) Conversion

Current assets and current liabilities being monetary items designated in foreign currencies are revalored at the rate prevailing on the date of Balance Sheet.

c) Exchange Difference

Exchange differences arising on the settlement and conversion of foreign currency transactions are recognized as income or as an expense in the year in which they arise.



2.12 Employee Benefits

Short Term Benefits

Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which related services are rendered by the employees.

Compensated Absences

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

Post Employment Benefits

Defined Contribution Plans

Obligations for contribution to defined contribution plans are expensed in the statement of profit and loss of the year in which the related services are rendered by the employees.

The company makes payments to State Govt. Provident Fund Scheme and Employee State Insurance Scheme which are defined contribution plans. The contribution paid / payable under the scheme is recognized in the statement of profit and loss during the period in which the employee renders the related services. The company has no further obligations under these schemes beyond its periodic contributions.

Other Employee Benefits

Accidental & medical Insurance Scheme, defined contribution plan is taken from Aviva Life Insurance & Iffco-Tokio General Insurance Co Ltd.

Defined benefit plans

Liability towards defined employees benefits i.e. Gratuity are determined on actuarial valuation by independent actuary at the year end by using projected unit credit method.

Remeasurement of the net defined benefit liability which comprises of actuarial gains or losses, the return on planned assets (excluding interest) and the effect of the assets ceiling (if any) excluding interest) are recognized in other comprehensive income.

2.13 Provisions and Contingent Liabilities

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the company, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent Assets are not recognised in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

2.14 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.



2.15 Cash Flow Statement

Cash flows are reported using the indirect method set out in Ind As 7 Cash Flow statement whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferral or accrual of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the company are segregated.

2.16 Dividend

Final Dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividend are recorded as liability on the date of declaration by the company's Board of Directors.

2.17 Segment Reporting

Identification of Segments

The companies operating business predominantly relates to trading of various items such as agriculture, synthetic rubber, coal etc.

Allocation of common cost

Common allocable cost are allocated on the basis of net fund employed in each segment.

Unallocated items

Company assets and liabilities, income and expenses which relate to the company as a whole and are not allocable to segments are included under this head.

2.18 Revenue recognition

Revenue from sale of goods

Revenue from the sale of goods is recognized when all the following conditions have been satisfied:

- (a) the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- (b) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (c) the amount of revenue can be measured reliably;
- (d) it is probable that the economic benefits associated with the transaction will flow to the Company; and
- (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes, levies or duties collected on behalf of the government/ other statutory bodies.

Advances received from the customers are reported as "advance from customers " unless the above conditions for revenue recognition are met.

However, based on the educational material on Ind AS 18 issued by The Institute of Chartered Accountants of India, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, gross revenue includes excise duty. However, other taxes, levies or duties are not considered to be received by the Company on its own account and are excluded from net revenue.

2.19 Accounting / classifications of expenditure and Income

Income / expenditure in aggregate pertaining to prior year's above the threshold limit are corrected retrospectively. Prepaid expenses upto threshold limit in each case, are charged to revenue as and when incurred.



2.20 Financial instruments

a) Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

b) Subsequent measurement

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. When the financial asset is derecognized or impaired, the gain or loss is recognized in the statement of profit and loss.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss.

When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss. Equity instruments are subsequently measured at fair value. On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis. Fair value gains and losses recognized in OCI are not reclassified to profit and loss.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(c) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognizes a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

**(d) Derecognition****Financial Assets**

Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the or in which the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred. Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

(e) Financial liabilities

The company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

Reclassification of Financial Assets and Financial Liabilities

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.



Note 3:
Property Plant & Equipment

PARTICULARS	Land Freehold	Plant & Equipments	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Total
Gross Block							
As at 01.04.2018	473,080	348,406	472,581	15,985,385	843,003	1,469,932	19,592,387
Additions	-	-	-	-	-	-	-
Assets Held for Disposal	-	-	-	-	-	-	-
Deductions	-	-	-	-	-	-	-
As At 31.03.2019	473,080	348,406	472,581	15,985,385	843,003	1,469,932	19,592,387
Additions	-	-	-	-	-	-	-
Assets Held for Disposal	-	-	-	-	-	-	-
Deductions	-	-	-	5,755,220	-	134,800	5,890,020
As At 31.03.2020	473,080	348,406	472,581	10,230,165	843,003	1,335,132	13,702,367
Depreciation							
Upto 1 April 2018	-	280,849	348,295	13,102,531	566,059	1,416,367	15,714,100
For the year	-	-	-	-	-	-	-
Assets Held for Disposal	-	-	-	-	-	-	-
Deductions	-	-	-	5,467,457	-	128,061	5,595,518
As At 31.03.2019	-	280,849	348,295	7,635,074	566,059	1,288,306	10,118,582
For the year	-	57,294	9,840	823,379	41,340	27,544	959,397
Assets Held for Disposal	-	-	-	-	-	-	-
Assets Written off	-	-	-	-	-	-	-
Deductions	-	-	-	-	-	-	-
As At 31.03.2020	-	338,143	358,135	8,458,453	607,399	1,315,850	11,077,979
Net Block							
As t 31 March 2019	473,080	67,557	124,286	8,350,311	276,944	181,626	9,473,805
As at 31 March 2020	473,080	10,263	114,446	1,771,712	235,604	19,282	2,624,389

Note:

- Gross Block is at Cost.
- For Depreciation refer Accounting Policy (Note 2.3).



Note : 4

Investments (Non Current)

Particulars	As at 31.03.2020	As at 31.03.2019
Investment in wholly owned Subsidiary		
In Unquoted Equity Shares		
Alsar Rubber & Chemicals Pvt. Ltd.		
500000 (500000) Equity Shares of ₹ 10/- each fully paid up	-	6,000,000
Total	-	6,000,000

Investment in Subsidiary has been disposed off during the year and loss on sale is shown under Exceptional Item in Statement of Profit and Loss.

Note : 5

Deferred Tax

Year ended March 31, 2020				Year ended March 31, 2019			
Balance Sheet As at 1st April 2019	Recognised in Profit & Loss	Recognised in OCI	Balance Sheet As at 31st March 2020	Balance Sheet As at 1st April 2018	Recognised in Profit & Loss	Recognised in OCI	Balance Sheet As at 31st March 2019
1,025,566	(68,363)	-	957,203	838,718	186,848	-	1,025,566
124,797	16,576	-	141,373	90,970	33,827	-	124,797
2,365,864	152,609	-	2,518,473	138,845	2,227,019	-	2,365,864
2,424,265	(2,424,265)	-	-	13,668,854	(11,244,589)	-	2,424,265
325,519	(325,519)	-	-	325,519	-	-	325,519
310,829	24,987	-	335,816	310,829	-	-	310,829
13,745	-	(27,373)	13,628	14,482	(14,482)	13,745	13,745
-	-	-	-	188,948	(188,948)	-	-
6,590,585	(2,623,975)	-	3,939,237	15,577,165	(9,000,325)	13,745	6,590,585
77,620	(249,812)	-	172,192	202,952	(125,332)	-	77,620
77,620	(249,812)	-	172,192	202,952	(125,332)	-	77,620
6,512,965	(2,374,163)	(27,373)	4,111,429	15,374,213	(8,874,993)	13,745	6,512,965

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

The unused tax losses were incurred by the company on loss of long term quoted shares in which company is not likely to generate taxable income in the foreseeable future. The losses can be carried forward as per the provisions of Income Tax Act..

**Note : 6****Other Non Current Assets**

Particulars	As at 31.03.2020	As at 31.03.2019
Advances other than Capital Advances		
Unsecured Considered Good		
Security Deposit	275,500	275,500
Advance to Supplier	343,562	343,562
Balances with Govt. Authorities		
4% Additional Duty Receivable	1,932,635	1,932,635
Others - LIC Gratuity Fund	546,890	511,778
Total	3,098,587	3,063,475

Note : 7**Inventories**

Particulars	As at 31.03.2020	As at 31.03.2019
Synthetic Rubber	-	-
Agro Products	11,711,055	48,678,121
Coal	557,204	290,843
Stock in Transit - Coal	56,636,800	-
Total	68,905,059	48,968,964

Inventories of coal/ rubber/ agro products are stated at lower of weighted average cost or net realisable value. (Also Refer Note 2.6)

For charge created on inventories, Refer Note 39

Note : 8**Trade Receivable**

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured		
Considered good	151,640,980	163,224,645
Considered Doubtful	1,051,286	432,334
Less : Allowance for Expected credit loss	(1,051,286)	(432,334)
	-	-
Total	151,640,980	163,224,645

1. Trade receivables are measured at amortised cost
2. No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other persons.
3. Refer Note 36 on Credit Risk of Trade Receivables which explains how the company manages credit quality of Trade Receivables

8.1 Movement of Allowance for expected credit Loss is as follows:-

Particulars	As at 31.03.2020	As at 31.03.2019
Balances as at beginning of the year	432,334	733,777
Allowance for Expected credit loss Recognised	618,952	-
Allowance for Expected credit loss Reversed		(301,443)
Balance as at the end of the year	1,051,286	432,334

**Note : 9****Cash & Cash Equivalent**

Particulars	As at 31.03.2020	As at 31.03.2019
Balances with Banks		
In Current Accounts	1,100,571	222,309
Sub Total (A)	1,100,571	222,309
Cash-in-Hand		
Cash Balance <i>(As certified by Management)</i>	1,066,942	574,499
Sub Total (B)	1,066,942	574,499
Total [A + B]	2,167,513	796,808

Note : 10**Other Bank Balances**

Particulars	As at 31.03.2020	As at 31.03.2019
Balances with Bank		
Unclaimed Dividend Account	255,290	112,454
In Fixed Deposit	-	1,106,000
<i>Deposits having original maturity exceeding 3 months but due for realizations within 12 months of the reporting date.</i>		
Total	255,290	1,218,454

Note : 11**Other Current Assets**

Particulars	As at 31.03.2020	As at 31.03.2019
Advances other than Capital Advances		
Unsecured Considered Good		
Advance to Supplier	30,378,734	9,411,242
Interest accrued on FDRs'	-	7,334
Balances with Govt. Authorities	12,598,623	5,448,044
MAT Credit Entitlement	9,052,743	9,187,825
Other Advances	4,573,158	10,103,549
Advances to Employees	375,857	372,445
Total	56,979,115	34,530,439

Note : 12**Share Capital****Authorized Share Capital****Equity Shares ₹ 10 par value**

Particulars	No of Shares	Amount
As at 31st March 2019	5,000,000	50,000,000
Increase / (Decrease during the year)	-	-
As at 31st March 2020	5,000,000	50,000,000

Terms / Rights attached to the equity shares

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



Issued & Subscribed Share Capital

Equity Shares ₹ 10 par value

Particulars	No of Shares	Amount
As at 31st March 2019	3,698,000	36,980,000
Increase / (Decrease during the year)	-	-
As at 31st March 2020	3,698,000	36,980,000

Subscribed and fully paid up

Equity Shares ₹ 10 par value

Particulars	No of Shares	Amount
As at 31st March 2019	3,698,000	36,980,000
Increase / (Decrease during the year)	-	-
As at 31st March 2020	3,698,000	36,980,000

The reconciliation of the number of equity shares outstanding

Particulars	As at 31.03.2020	As at 31.03.2019
Shares outstanding at the beginning of the year	3,698,000	3,698,000
Add: Shares Issued during the year	-	-
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 at 31.03.2020	As at 31.03.2019
Akash Jain	No. of shares	-	345000
	% held	-	9
Vikas Jain	No. of shares	345310	345310
	% held	9	9
Piyush Jain	No. of shares	345000	345000
	% held	9	9
Hemlata Jain	No. of shares	1104822	646430
	% held	30	17
Sheetal Jain	No. of shares	-	190002
	% held	-	5

**Note :13****Other Equity**

Particulars	As at 31.03.2020	As at 31.03.2019
General Reserves		
Opening Balance	3,989,291	3,989,291
Retained Earnings		
Opening Balance	77,281,775	42,934,435
Add: Surplus in Statement of Profit & Loss	19,059,014	34,386,977
Add/(Less)::Gratuity Exp related to OCI adjusted as per Ind AS	48,985	(53,382)
Add/(Less): Deferred Tax impact related to exp of OCI	(13,628)	13,745
Total	96,376,146	77,281,776
Other Reserves		
Particulars		
General Reserves	3,989,291	3,989,291
Less : Dividend paid	(1,849,000)	-
Dividend Distribution Tax	(380,067)	-
Retained Earnings	96,376,146	77,281,776
Total Other Reserves	98,136,370	81,271,067

General reserve is created by setting aside amount from the Retained Earnings of the Company for general purposes which is freely available for distribution.

Note :14**Financial Liabilities****Non-Current Borrowings**

Particulars	As at 31.03.2020	As at 31.03.2019
Long Term maturities of financial obligations		
From Bank (Secured against vehicle financed)	-	425,585
Total	-	425,585

Also Refer Note 37

Note :15**Non- Current Provisions**

Particulars	As at 31.03.2020	As at 31.03.2019
Provisions for employee benefits		
Gratuity Obligation	454,691	434,070
Total	454,691	434,070

Refer Note 40 for Provisions

**Note : 16****Current Borrowings**

Particulars	As at 31.03.2020	As at 31.03.2019
Interest bearing borrowings from banks payable on Demand.		
Secured		
- From Bank		
Cash Credit Limits	25,292,414	9,775,028
<i>(secured by hypothecation of inventory, book debts & personal guarantee of directors.)</i>		
Bank overdraft	3,348,984	29,587,653
Unsecured & Considered Good		
Loans		
From Related Parties	20,425,000	43,500,000
From Body corporates	17,680,617	20,000,000
Total	66,747,015	102,862,681

Refer Note 39 for bank securities

Note : 17**Trade Payables**

Particulars	As at 31.03.2020	As at 31.03.2019
Micro Small and Medium Enterprises (MSME)	-	-
Other than MSME	63,716,054	34,670
Total	63,716,054	34,670

Trade and other payables are measured at Amortised Cost.

17.1 : Due to micro and small enterprises

The information as required to be disclosed under the Micro, Small and Medium Enterprises have been determined, to the extent such parties has been identified on the basis of information available with the company as at Balance Sheet date on which Auditors have relied upon.

Particulars	As at 31.03.2020	As at 31.03.2019
Principal amount and interest due:	-	-
Principal amount	-	-
Interest due	-	-
Interest paid by Buyer in terms of section 16 of MSMED Act	-	-
Amount paid beyond the appointed day	-	-
Interest due and payable to supplier, for payment already made under MSMED Act	-	-
Amount of Interest accrued and remaining unpaid at the end of accounting year	-	-
Amount of further interest remaining due and payable even in succeeding years	-	-

Note : 18**Other Current Financial Liabilities**

Particulars	As at 31.03.2020	As at 31.03.2019
Current maturities of long term borrowings (see note below)*	425,585	683,780
Unclaimed Dividend (see note below)**	255,290	112,454
Total	680,875	796,234

*Term Loan from Kotak Mahindra Bank Secured against hypothecation of car Innova

This includes loans repayable within one year: Kotak Mahindra Bank (Vehicle Loan): Rs 4,25,585 (31.03.2019: Rs 683,780)

**The figure of 31.03.2020 does not include the amount of Rs. 1,09,754/- transferred to Investor Education and Protection Fund

**Note : 19****Other Current Liabilities**

Particulars	As at 31.03.2020	As at 31.03.2019
Advance From Customers	13,650,899	41,751,305
Other Payables		
Statutory dues including TDS, TCS	2,577,764	524,658
Employee Benefits	31,978	271,309
Expenses Payable	6,753,237	2,203,209
Total	23,013,878	44,750,481

Note : 20**Current Provisions**

Particulars	As at 31.03.2020	As at 31.03.2019
Provision for employee benefits		
Gratuity Obligation (Refer Note 40)	6,556	6,159
Leave Encashment	46,923	44,422
Total	53,479	50,581

Employee benefits obligations**Gratuity**

The Company provided gratuity for employees as per the Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity is payable on retirement or termination whichever is earlier. The level of benefits provided depends on the member's length of service and salary at retirement age. The gratuity plan is funded plan. (Also Refer Note 40)

Compensated absences

The leave obligation cover the Company's liability for earned leaves. (Also refer Note No. 2.12)

Note : 21**Current Tax Liabilities / (Assets)**

Particulars	As at 31.03.2020	As at 31.03.2019
Provision for Tax		
Provision for Tax	4,587,874	8,676,102
Prepaid Taxes	(10,998,697)	(8,087,434)
Total (Tax Refund)	(6,410,823)	588,668

Tax refundable is reflected in note 11

Note : 22**Revenue from Operations**

Particulars	As at 31.03.2020	As at 31.03.2019
Sale of Goods		
Synthetic Rubber	5,638,000	54,901,885
Coal	990,871,362	645,740,743
Agro Products	158,112,591	203,603,367
	1,154,621,953	904,245,995
Other Operating Revenue	36,704,019	379,896
Total	1,191,325,972	904,625,891

**Note : 23****Other Income**

Particulars	As at 31.03.2020	As at 31.03.2019
Interest Income	257,557	247,640
Other Non-Operating Income	68,414	316,607
Total	325,971	564,247

Note : 24**Purchase of Stock in Trade**

Particulars	As at 31.03.2020	As at 31.03.2019
<u>Purchase of Traded Goods</u>		
Synthetic Rubber		
Domestic	-	2,299,500
Imported	5,649,253	29,203,887
Agro Products		
Domestic	15,043,129	57,411,825
Imported	104,327,230	21,355,793
Coal	1,007,885,444	612,842,587
Total	1,132,905,056	723,113,592

Imported purchases are inclusive of Custom Duty & other incidental expenses

Note : 25**Changes in Inventories of Stock in Trade**

Particulars	As at 31.03.2020	As at 31.03.2019
<u>Inventories at the end of the year</u>		
Synthetic Rubber	-	-
Coal	557,204	290,843
Stock in Transit - Coal	56,636,800	-
Agro Products	11,711,055	48,678,121
	68,905,059	48,968,964
<u>Inventories at the beginning of the year</u>		
Synthetic Rubber	-	19,573,055
Coal	290,843	-
Stock in Transit - Coal	-	-
Agro Products	48,678,119	134,021,287
	48,968,962	153,594,342
Net Increase	(19,936,097)	104,625,378

Note : 26**Employee Benefits**

Particulars	As at 31.03.2020	As at 31.03.2019
Salaries	3,315,649	3,872,293
Managerial Remuneration	-	900,000
Contribution to Provident & Other Fund	307,711	468,008
Staff Welfare Expenses	281,482	329,558
Expenses Related to Gratuity (Refer Note 40)	34,891	57,930
Total	3,939,733	5,627,789

**Note :27****Financial Cost**

Particulars	As at 31.03.2020	As at 31.03.2019
Interest Expenses on Short Term Borrowing		
Bank Interest	4,317,456	4,283,873
Other Borrowing Cost	3,403,108	4,473,341
Total	7,720,564	8,757,214

Note :28**Other Expenses**

Particulars	As at 31.03.2020	As at 31.03.2019
Advertisement & Promotion	64,240	115,746
Audit Fee (refer Note below)	216,294	215,940
Bad Debts W/off	204,315	7,633,671
Computer Expenses	104,620	64,449
Conveyance/Travelling Expenses	406,854	494,638
Loss on discard of Assets	39,434	165,382
Electricity/Water Expenses	293,252	343,804
Foreign Currency Fluctuation	-	1,738,085
Freight & Forwarding charges	29,081,880	186,394
General Expenses	999,357	1,248,114
Genset Expenses	23,844	20,033
Insurance Expenses	285,639	303,702
Internal Audit Fee	47,200	47,200
Interest , Penalty,Demand Income Tax PF/ TDS/TCS	69,240	191,702
Listing Fees	300,000	
Office Running & Maintenance Expenses/Renovation Expenses	190,366	156,466
Postage & Courier Charges	34,991	75,488
Allowance for Expected Credit Losses	618,952	-
Printing & Stationery Charges	81,102	112,903
Legal & Professional	522,380	780,571
Director Sitting Fee	30,000	30,000
Rent	2,194,110	1,457,622
Sale Tax Paid	43,696	212,491
Selling Expenses	2,813,270	517,412
Transaction Charges (Ncdex)	-	38,408
Telephone / Internet Expenses	165,591	163,911
Vehicle Running & Maintenance Expenses	175,413	475,579
Total	39,006,040	16,789,711

As at 31.03.2020

As at 31.03.2019

Note :

Particulars	As at 31.03.2020	As at 31.03.2019
Payment to auditor comprises as under: -		
Audit Fee	179,714	179,360
Tax Audit Fee	36,580	36,580
Fee for other services	-	-
Total	216,294	215,940

**Note : 29****Exceptional Item**

Particulars	As at 31.03.2020	As at 31.03.2019
Loss on Sale of Investment in Subsidiary	1,000,000	-
Total	1,000,000	-

Note : 30**Earning per share**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Profit attributable to Equity Holders

Particulars	As at 31.03.2020	As at 31.03.2019
Net profit/(loss) attributable to equity shareholders (after taxes)	19,059,014	34,386,977
Number of weighted shares outstanding at the end of the reporting period	3,698,000	3,698,000
Basic & Diluted Earning Per Share	5.15	9.30

Note : 31

Major components of Income Tax Expenses consists of the following

1 - Income Tax recognised in Statement of Profit & Loss

Particulars	As at 31.03 2020	As at 31.03 2019
Current Tax In respect of the current year	4,587,874	8,676,102
Current Tax Adjustment pertaining to MAT	-	(8,648,622)
Previous year Tax Adjustment	22,454	-
Deferred Tax In respect of the current year	2,387,908	8,874,993
Tax expenses recognised through statement of profit and loss	6,998,236	8,902,473

Recognised in Other Comprehensive Income (OCI)

Deferred Tax on remeasurements of defined benefit plans	13,628	13,745
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The Income tax expenses for the year can be reconciled to the accounting Profit as follows:

Particulars	As at 31.03.2020	As at 31.03.2019
Profit before tax as per books	26,057,251	43,289,450
Income tax calculated	7,249,127	11,255,257
Add: Tax Effect on non deductible expense	539,864	597,931
Less : Tax Effect on allowable expense	(297,071)	(340,894)
Total	7,491,920	11,512,294
Less : Tax Effect on Brought forward losses	(2,552,360)	(11,447,744)
Less : Tax Effect on Depreciation Setoff	(351,687)	-
Income tax calculated as per Income Tax (A)	4,587,874	-
Profit as per MAT	26,057,250	43,289,450
Income tax calculated as per MAT	3,908,588	8,901,722
Add: Tax Effect on non deductible expense	92,843	-
Less : Tax Effect on allowable expense	-	(253,100)
Interest on Delayed payment of Tax	-	27,480
Tax expense as per Statement of Profit & Loss account (B)	4,001,430	8,676,102
Higher of A or B is the tax expense during the year	4,587,874	8,676,102

Note : 32

Contingent Liabilities (not provided for) in respect of:

Contingent Liabilities	As at 31.03.2020	As at 31.03.2019
Foreign LCs	-	138,885,986
Bank Guarantee (Indian)	-	-
Corporate Guarantee	-	-
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
Sale Tax Demand FY. 2013-14 pending in Appeal	1,774,874	1,774,874

The Company does not have any pending litigation for which provisions are required to be disclosed as contingent liabilities.

Note : 33

Expenditure and Earnings in Foreign Currencies

Particulars	As at 31.03.2020	As at 31.03.2019
Expenditure	Nil	Nil
Earnings	Nil	Nil

Note : 34

Value of Imports on CIF Basis

Particulars	As at 31.03.2020	As at 31.03.2019
Trading Goods	1003 (Lacs)	1039 (Lacs)

**Note : 35**

Related Parties have been identified as defined under Clause 9 of Accounting Standard (Ind AS 24) 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, 2020 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 (up to 10.02.2020)**

2. Fellow Subsidiaries

Nil

3. Associates

Nil

4. Key Managerial Personnel & their Relatives

Mr. Gajraj Jain - CMD

Mrs. Hemlata Jain - Woman Director

Mr. Amar Singh - CFO

Mis. Komal - Company Secretary

5. Entities of Relative of KMP

Mr. Akash Jain - Alsan Rubber And Chemicals Pvt. Ltd.

(B) Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2020

Amount in ₹

Nature of Transactions	Subsidiary up to 10.02.2020		Key Mgt Personnel		Entities of Relative of KMP	
	2020	2019	2020	2019	2020	2019
Loans Received	-		69,350,000	75,650,000	-	-
Loans Repaid	-		92,425,000	39,450,000	-	-
Directors Remuneration			-	900,000	-	-
Advance Given	300,000	13,795,345	-	-	-	-
Advance Received	(48,00,000)	(5,167,795)				
Expenses Payable			-	130,161	-	-
Balances with related parties						
Borrowings			20,425,000 Cr	4,35,00,000 Cr	-	-
Advances	-	86,27,550 Dr			41,27,550 Dr**	
Investment in Subsidiary Company	-	60,00,000 Dr			-	-

Note: **41,27,550 Dr represents balance of Alsan Rubber and Chemicals Pvt Ltd which is not a subsidiary now.

Note : 36**Impairment of Trade Receivables**

Under IGAAP, the Company recognised provision on Trade Receivables based on specific provisions to reflect the company's expectation. Under Ind AS, impairment of Trade Receivables shall be recognised based on Expected Credit Loss.



Trade Receivables

The company's exposure to credit risk is influenced mainly by the individual characteristics of each customer, Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The Company uses an allowance matrix to measure the expected credit losses of trade receivables (which are considered good). The following table provides information about the exposure to credit risk and loss allowance (including expected credit loss provision) for trade receivables:

	31.03.2020			31.03.2019		
	Gross carrying amount	Weighted average loss rate	Loss allowances	Gross carrying amount	Weighted average loss rate	Loss allowances
Not Due	116,406,964	0.25%	291,017	133,412,280	0.00%	-
0-90 Days	12,924,980	0.28%	36,190	-	0.14%	-
90-180 Days	1,147,580	0.76%	8,722	12,094,038	0.38%	45,957
181-270 Days	9,447,657	1.48%	139,825	76,880	0.74%	569
271-365 Days	-	1.63%	-	7,590,386	1.63%	123,723
above 365 Days	12,789,600	4.50%	575,532	10,483,395	2.50%	262,085
	152,716,781		1,051,286	163,656,979		432,334

Note No 37

Financial risk management

The company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Audit Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by an internal audit team. Internal audit team undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company has exposure to the following risks arising from financial instruments:

Credit Risk

Liquidity Risk

Market Risk

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.



The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter if there is difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation.

Maturities of financial liabilities

Non- Derivative Financial Liabilities

March 31, 2020

Particulars	Due in 1st Year	Due in 2nd Year	Due in 3rd Year	Total
Borrowing	66,747,015			66,747,015
Vehicle Loans	425,585			425,585
Trade Payables	63,716,054	-	-	63,716,054
Other Current financial Liabilities	255,290	-	-	255,290

March 31, 2019

Particulars	Due in 1st Year	Due in 2nd Year	Due in 3rd Year	Total
Borrowing	102,862,681			102,862,681
Vehicle Loans	683,780	425,585	-	1,109,365
Trade Payables	34,668	-	-	34,668
Other Current financial Liabilities	109,754	2,700	-	112,454

Capital Risk Management

The Company manages its capital to ensure that it will be able to continue as a going concern. The structure is managed to maintain an investment grade credit rating, to provide ongoing returns to shareholders and to service debt obligations, whilst maintaining maximum operational flexibility.

Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by Equity. Net debt is calculated as total borrowings (including 'current and non-current term loans' as shown in the balance sheet) less cash and cash equivalents.

Particulars	Note	As at March 31st, 2020	As at March 31st, 2019
Borrowing including Term Loans	14 & 16	66,747,015	103,288,266
Less : Cash and Cash equivalents	9	2,167,513	796,808
Net Debt		64,579,502	102,491,458
Total Equity	12 & 13	135,116,370	118,251,067
Gearing Ratio - %		47.80	86.67



Market Risk

Market risk is the risk that the changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Company uses derivatives to manage its exposure to foreign currency risk and interest rate risk. All such transactions are carried out within the guidelines set by the risk management committee.

Foreign Currency Risk

The primary market risk to the Company's is foreign exchange risk. The Company is exposed to foreign exchange risk through its purchases from overseas suppliers and payment of services availed in various foreign currencies. The Company pays off its foreign exchange exposure within a short period of time, thereby mitigating the risk of material changes in exchange rate of foreign currency exposure.

The following tables display foreign currency risk from financial instruments as at March 31, 2020 and March 31, 2019:

Particulars	Foreign Currency	As at March 31st, 2020	As at March 31st, 2019
Trade Payables	U.S. Dollars	Nil	Nil
Trade Receivables	U.S. Dollars	Nil	Nil
Net Receivable/ (Payables)		-	-



Note : 38

FINANCIAL INSTRUMENTS

Financial Assets

Particulars	Note	Fair Value Hierarchy	As at March 31, 2020		As at March 31, 2019	
			Carrying Amount	Fair Value	Carrying Amount	Fair Value
1. Financial assets designated at amortised cost	A					
a) Trade receivables			151,640,980	151,640,980	163,224,645	163,224,645
b) Cash & Cash Equivalents			2,167,513	2,167,513	796,808	796,808
c) Other bank balances			255,290	255,290	1,218,454	1,218,454
d) Other Current Assets			56,979,115	56,979,115	34,530,439	34,530,439
e) Other Non Current Assets			3,098,587	3,098,587	3,063,475	3,063,475

Financial Liabilities

Particulars	Note	Fair Value Hierarchy	As at March 31, 2020		As at March 31, 2019	
			Carrying Amount	Fair Value	Carrying Amount	Fair Value
1. Financial liability designated at amortised cost						
a) Borrowings (Non-Current)	B		-	-	425,585	425,585
c) Borrowings			66,747,015	66,747,015	102,862,681	102,862,681
d) Trade Payables			63,716,054	63,716,054	34,668	34,668
e) Other Financial Liabilities (Current)			680,875	680,875	796,234	796,234
f) Other Current Liabilities			23,013,878	23,013,878	44,750,481	44,750,481

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale

The following methods and assumptions were used to estimate the fair values.

- A.** The fair value of cash and cash equivalents, bank balances other than Cash and cash equivalents, trade receivables, loans, current financial assets, trade payables and current financial liabilities approximate their carrying amount, largely due to the short-term nature of these instruments. The change in the Fair Value of Non-Current Financial Asset and Liability is insignificant and hence carrying value and fair value is taken same.
- B.** Long-term borrowings measured at amortized cost are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of borrowings approximates their carrying values. Risk of other factors for the company is considered to be insignificant in valuation.

Fair value hierarchy

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).



Note 39

Securities for Borrowings

Short Term Borrowings:

Particulars	Year	Amount	Security	ROI on Reporting Date
SBI - Cash Credit				
Sanctioned - Fund Based - 3 Crores	31.03.2020	25,292,414	Hypothecation of Inventories finished goods and hypothecation of all present and future book debts/cheques receivables financed.	9.55%
- Non Fund Based - 3 Crores	31.03.2019	9,775,028	Personal Guarantee and immovable property of the Directors	Fully Repaid
Bank Overdraft				
Yes Bank	31.03.2020	3,348,984	Lien on Agro Commodities	ROI - 9.95%
Yes Bank	31.03.2019	29,587,653	Personal Guarantee of the Directors	Fully Repaid
Loans & advances from related parties	31.03.2020	20,425,000	Unsecured Loan	Int. Free
	31.03.2019	43,500,000		
Loans & advances from other parties	31.03.2020	17,680,617	Unsecured Loan	ROI - 12%
	31.03.2019	20,000,000		Fully Repaid



Note : 40

Disclosure pursuant to Employee Benefits

Defined Benefit Plans - Gratuity

A) Scope & Purpose

The actuary carried out the actuarial valuation of your company for the above purpose on request. This report has been prepared with the objective of identifying the financial status and required disclosure figures of actuarial liability for Gratuity liability of the employees, in accordance with IND AS 19. This report does not constitute a formal funding actuarial valuation of the Plan and does not present any recommendation of contributions or funding levels. The amounts given in this report are in Indian rupees (INR). The report must be considered in its entirety. Individual sections if considered in isolation could be misleading.

B) Summary of results

Assets / Liability	As at 31.03.2020	As at 31.03.2020
Present value of obligation	461247	440229
Fair value of plan assets	546890	511778
Net assets / (liability) recognized in balance sheet as provision	85,643	71,549

2. Summary of membership data

	As at 31.03.2020	As at 31.03.2020
Number of employees	6	10
Total Monthly Salary	0.87	1.45
Average Past Service (Years)	9.62	6.22
Average Age	41.74	36.09
Average remaining working life (Years)	16.26	21.91
weighted average duration	14.36	18.79

3. Actuarial Assumptions

Company attention was drawn to provisions of accounting standard that actuarial assumptions are an entity's best estimates of variables that will determine the ultimate cost of providing post employment benefits and shall be unbiased & mutually compatible.

a) Economic Assumptions

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is company's long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard. These valuation assumptions are as follows & have been received as input from you.

	As at 31.03.2020	As at 31.03.2020
i) Discounting Rate	6.92	7.66
ii) Future salary Increase	6.00	6.00

b) Demographic Assumption

Attrition rates are the company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company, business plan, HR Policy etc as provided in the relevant accounting standard. Attrition rates as given below have been received as input from the company.



	As at 31.03.2020	As at 31.03.2020
i) Retirement Age (Years)	58	58
ii) Mortality rates inclusive of provision for disability **	100% of IALM	
iii) Attrition at Ages	Withdrawal	Withdrawal
	Rate (%)	Rate (%)
Up to 30 Years	1	1
From 31 to 44 years	1	1
Above 44 years	1	1

4. Actuarial Method

- I have used the projected unit credit (PUC) actuarial method to assess the plan's liabilities allowing for retirement, death-in-service and withdrawal and also compensated absence while in service.
- Under the PUC method a projected accrued benefit is calculated at the beginning of the period and again at the end of the period for each benefit that will accrue for all active members of the plan. The projected accrued benefit is based on the plan accrual formula and upon service as at the beginning and end of the period, but using member's final compensation, projected to the age at which the employee is assumed to leave active service. The plan liability is the actuarial present value of the projected accrued benefits as on the date of valuation for active members.

5. Scale of Benefits

Salary for calculation of gratuity	Last drawn qualifying salary.
Vesting Period	5 years of service.
Benefit on normal retirement	As per the provisions of payment of Gratuity Act 1972 as amended.
Benefit on early retirement / withdrawal / resignation	Same as normal retirement benefit based on service upto the date of exit.
Benefit on death in service	Same as normal retirement benefit based on service upto the date of death & no vesting conditions apply.
Limit	20.00 Lakhs.

No discretionary benefits policy of past & future have been reported & valued by me.

No Change in benefit scales has been reported since the last valuation.

6. Plan Liability

The actuarial value of gratuity liability calculated on the above assumptions works out as under.

Date Ending	As at 31.03.2020	As at 31.03.2020
Present value of obligation as at the end of the period	461247	440229

7. Service Cost

	As at 31.03.2020	As at 31.03.2020
Current Service Cost	40,371	58,480
Past Service Cost including curtailment Gains/Losses	--	--
Gains or Losses on Non routine settlements	--	--
Total Service Cost	40,371	58,480



8. Net Interest Cost

	As at 31.03.2020	As at 31.03.2020
Interest Cost on Defined Benefit Obligation	33,722	23,344
Interest Income on Plan Assets	39,202	23,894
Net Interest Cost (Income)	(5,480)	(550)

9. Change in Benefit Obligation

	As at 31.03.2020	As at 31.03.2020
Present value of obligation as at the beginning of the period	440,229	302,778
Acquisition adjustment	--	--
Interest Cost	33,722	23,344
Service Cost	40,371	58,480
Past Service Cost including curtailment Gains/Losses	--	--
Benefits Paid	--	0
Total Actuarial (Gain)/Loss on Obligation	(53,075)	55,627
Present value of obligation as at the End of the Period	461247	440229

10. Bifurcation of Actuarial Gain/Loss on Obligation

	As at 31.03.2020	As at 31.03.2020
Actuarial (Gain)/Loss on arising from Change in Demographic	--	--
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	30,533	2,296
Actuarial (Gain)/Loss on arising from Experience Adjustment	(83,608)	53,331

Significance of actuarial gain/loss - Recurring significant amount of actuarial gain/loss arising from experience as percentage of PBO in a year indicates that valuation assumptions need reconsideration unless it is caused by some exceptional event during the inter-valuation period.

11. Actuarial Gain/Loss on Plan Asset

	As at 31.03.2020	As at 31.03.2020
Expected Interest Income	39,202	23,894
Actual Income on Plan Asset	35,112	26,139
Actuarial gain /(loss) for the year on Asset	(4,090)	2,245

12. Balance Sheet and related analysis

	As at 31.03.2020	As at 31.03.2020
Present Value of the obligation at end	461247	440229
Fair value of plan assets	546890	511778
Unfunded Liability/provision in Balance Sheet	85,643	71,549

13. The amounts recognized in the income statement.

	As at 31.03.2020	As at 31.03.2020
Total Service Cost	40,371	58,480
Net Interest Cost	(5,480)	(550)
Expense recognized in the Income Statement	34,891	57,930



14. Other Comprehensive Income (OCI)

	As at 31.03.2020	As at 31.03.2020
Net cumulative unrecognized actuarial gain/(loss) opening		
Actuarial gain / (loss) for the year on PBO	53,075	(55,627)
Actuarial gain / (loss) for the year on Asset	(4,090)	2,245
Unrecognized actuarial gain/(loss) at the end of the year	48,985	(53,382)

15. Change in plan assets

	As at 31.03.2020	As at 31.03.2020
Fair value of plan assets at the beginning of the period	511,778	309,913
Actual return on plan assets	35,112	26,139
Employer contribution	-	175,726
Benefits paid	--	-
Fair value of plan assets at the end of the period	546,890	511,778

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

	As at 31.03.2020	As at 31.03.2020
Government of India Securities	--	--
State Government securities	--	--
High Quality Corporate Bonds	--	--
Equity Shares of listed companies	--	--
Property	--	--
Funds Managed by Insurer	100%	100%
Bank Balance	--	--
Total	100%	100%

17. Change in Net Defined Benefit Obligation

	As at 31.03.2020	As at 31.03.2020
Net defined benefit liability at the start of the period	(71,549)	(7,135)
Acquisition adjustment	--	--
Total Service Cost	40,371	58,480
Net Interest cost (Income)	(5,480)	(550)
Re-measurements	(48,985)	53,382
Contribution paid to the Fund	-	(175,726)
Benefit paid directly by the enterprise	--	--
Net defined benefit liability at the end of the period	(85,643)	(71,549)

18. Bifurcation of PBO at the end of year in current and non current.

	As at 31.03.2020	As at 31.03.2020
Current liability (Amount due within one year)	6,556	6,159
Non-Current liability (Amount due over one year)	454,691	434,070
Total PBO at the end of year	461,247	440,229



19. Expected contribution for the next Annual reporting period.

	As at 31.03.2020	As at 31.03.2020
Service Cost	49,562	70,378
Net Interest Cost	(5,926)	(5,481)
Expected Expense for the next annual reporting period	43,636	64,897

20. Sensitivity Analysis of the defined benefit obligation.

a) Impact of the change in discount rate	
Present Value of Obligation at the end of the period	461247
Impact due to increase of 0.50%	(21,022)
Impact due to decrease of 0.50 %	22,627

b) Impact of the change in salary increase	
Present Value of Obligation at the end of the period	461247
Impact due to increase of 0.50%	22,720
Impact due to decrease of 0.50 %	(21,295)

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

21. Maturity Profile of Defined Benefit Obligation

Year	Amount
0 to 1 Year	6556
1 to 2 Year	143313
2 to 3 Year	3970
3 to 4 Year	4106
4 to 5 Year	4170
5 to 6 Year	4236
6 Year onwards	294896

**Note : 41****Segment Reporting**

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

S No.	Particulars	Commodities		Other unallocable		Total	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	Revenue						
	Intersegment Sale	11,913.26	9,046.46	-	-	11,913.26	9,046.46
	Other Income	3.26	-	-	9.44	3.26	9.44
	Total Net Sale/Income from operations	11,916.52	9,046.46	-	9.44	11,916.52	9,055.90
2	Results						
	Segment Results						
	Operating Profit/(Loss)	347.78	520.46	-	-	347.78	520.46
	Intrest Exp.				-	347.78	520.46
	Profit/(Loss) Before Tax					77.21	87.57
3	Exceptional Items						
	Tax Expenses					270.57	432.89
	Profit/(Loss) After Tax					10.00	-
	Other Information					69.98	89.02
	Segment Assets					190.59	343.87
4	Segment Liabilities	371.72	-	-	-	371.72	2,681.94
	Other	1,029.97	-	-	-	1,029.97	1,499.43
	Capital Expenditure	-	-	-	-	-	-
	Depreciation	-	-	9.59	13.98	9.59	13.98
	Non cash expenses other than	-	-	-	-	-	-

**Note :42**

Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable with those of the current year.

As per our Report of even date.

For Mittal Garg Gupta & Co
Chartered Accountants
FRN: 01659IN

For and on behalf of the Board of Directors

CA Sanjay Gupta
Partner
M No : 093321

Gajraj Jain
Chairman Cum Managing Director
DIN -00049199

Prakash Goyal
Director
DIN -02598736

Place: New Delhi
Dated: 20th June, 2020

Komal
Company Secretary

Amar Singh
Chief Financial Officer



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Chandra Prabhu International Ltd.

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