



cpil



40th
ANNUAL
REPORT
2024-25

CHANDRA PRABHU
INTERNATIONAL LIMITED

CONTENTS

I-X

CORPORATE OVERVIEW

Our Vision	I
Our Products	II
Our Distribution Chain	III
Our Organisation Pillars	IV
Core Value	V
The Value We Created	VI
Branches	VII
Chairman Message	VIII
KMP	IX
Composition of the Committees	X

01-84

STATUTORY REPORTS

Notice	01-20
Board's Report	22-42
CSR	43-46
MDA	47-54
CG Report	55-84

86-132

FINANCIAL STATEMENTS

Independent Auditor's Report	86-96
Balance Sheet	97
Profit and Loss	98
Cash Flow	99
Notes	100-132

Our Vision



Vision

To become a trusted leader in India's coal trading sector by fostering a dynamic corporate culture that promotes efficiency, environmental responsibility, and a strong focus on safety, conservation, and quality. We strive for long-term success and sustainability through continuous innovation and operational excellence.



Mission

To establish a customer-centric organization that delivers high-quality products and services. To deepen market penetration across India and assume industry leadership by enhancing our sales force, distribution network, and product portfolio. To build an agile and efficient organization that supports sustainable growth, strengthens administrative capabilities, ensures robust internal controls, and maintains full compliance. Our mission is to create enduring value for all stakeholders



Purpose

To drive sustainable growth by delivering high-quality products and services, fostering innovation, and creating long-term value for customers, shareholders, and stakeholders across the Indian trading sector

OUR PRODUCTS



COAL :

In FY 2024–25, CPIL proudly completed 40 years as one of India's leading coal trading companies. Since inception, our principal objective has been to serve the industrial sector through reliable coal supply and efficient trading practices. With a strong network of branches across the country, we continue to ensure optimal capacity utilization and seamless service delivery to our clients nationwide.

AGRO :

The Company has already revived and restarted its agro business using new and innovative technology, along with hi-tech agro machinery and equipment, and is actively seeking opportunities in the agro division

METAL :

Building on our legacy and aiming to diversify our portfolio, CPIL has expanded into the metal trading segment, which has quickly become a promising area of growth. The metal division generated Rs. 31709.26 lakh out of the Company's total revenue of Rs. 99,426.36 lakh, reflecting our strategic shift toward broader industrial solutions.



OUR DISTRIBUTION CHAIN

CHANDRA PRABHU
INTERNATIONAL LTD.



OUR ORGANIZATIONAL PILLARS



Smart Thinking

Finding effective and efficient solutions



Winning Attitude

Striving to achieve excellence in all we do



Innovative

Developing new and creative Ideas



Flexible

Being adaptable to changing circumstances



Teamwork

Collaborating and supporting each other

CORE VALUE



THE VALUE WE CREATED FOR

OUR STAKEHOLDERS IN FINANCIAL YEAR 2024-25

TOTAL REVENUE :

Rs. 99,426.36 Lacs

SEGMENT WISE REVENUE DETAILS

Revenue from Coal : Rs. 67,688.73 Lacs

Revenue from Scrap Iron : Rs. 2,040.69 Lacs

Revenue from Sponge Iron : Rs. 29,668.57 Lacs

Revenue from Hiring of Agro Equipments : Rs. 15.96 Lacs

Other Operating Revenue : Rs. 12.41 Lacs

FINANCIAL DETAILS

PAT : Rs. 236.11 Lacs

EARNING PER SHARE : Rs. 1.28

SOCIETY AND ENVIRONMENT

The Company demonstrates a strong commitment to environmental stewardship and regulatory compliance, while contributing to societal well-being through meaningful employment opportunities.

BRANCHES ACROSS INDIA

Registered Office: GURUGRAM

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

BOKARO

Flat No. 302, 3rd Floor, ParkView Enclave,
OPP Sidhu Kanhu Park, Ranchi College Road,
Ranchi, Jharkhand-834008

CHANDASI

Kapoor Kutra, Chandhasi, Mughalsarai,
Chandauli, Uttar Pradesh-232101

GANDHIDHAM

Office No. 20, Plot No. 102, First Floor,
Corporate Park, Sector No. - 8, Gandhidham,
Kachchh, Gujarat, 370205

WEST BENGAL

2nd Floor, 29, Room No. 206,
Ganesh Vandra Avenue,
Kolkata, West Bengal, 700013

Chairman *Message*

“Entrepreneurship is about turning what excites you in life into capital, so that you can do more of it and move forward with it.”

-Richard Branson



Dear Stakeholders,

I hope this message finds you in good health and high spirits.

As I look back on the financial year 2024–25, I'm proud to share that CPIL has once again shown remarkable resilience and adaptability in the face of a rapidly changing global and domestic landscape. This year marks my eighth year as the Managing Director of CPIL—a journey that has been both challenging and deeply rewarding. I remain sincerely grateful for the trust and support of our customers, partners, employees, and shareholders, whose belief in our vision continues to inspire and drive us forward.

The global economy showed signs of stabilization, navigating through geopolitical tensions, inflationary pressures, and energy transitions. India, once again, stood out as a beacon of growth, recording a GDP increase of 6.4%, supported by strong domestic consumption, infrastructure development, and progressive policy reforms.

Amidst this backdrop, your Company had a commendable year. We faced economic shifts, technological transformations, and commodity market fluctuations with agility and focus. The confidence placed in us by our stakeholders has been both our strength and our inspiration to create long-term value.

Key sectors central to our operations—coal, sponge iron, and scrap iron—witnessed notable developments:

Coal: India achieved a historic milestone by surpassing 1 billion tonnes in production, reflecting growing energy self-reliance and reduced import dependency.

Sponge Iron: Continued demand from electric arc and induction furnaces reinforced India's leadership in global production, offering new avenues for strategic alignment.

Scrap Iron: While global recycling gained momentum, domestic consumption saw a shift toward sponge iron, prompting us to recalibrate our sourcing and trading strategies.

FY 2024–25 was not without its challenges, but it was also a year of meaningful progress. We refocused our resources, strengthened client relationships, and implemented targeted growth initiatives. Our commitment to fulfilling industrial needs through reliable and responsible trading practices remains unwavering.

As we look ahead, CPIL remains focused on delivering value, embracing innovation, and contributing meaningfully to India's industrial growth. With a clear vision and your continued support, we are confident in our ability to navigate the future with purpose and impact.

KEY MANAGERIAL PERSONNEL

: **Mr. Gajraj Jain, Chairman cum Managing Director**
 Mr. Akash Jain, CEO (Resigned w.e.f. 07/07/2025)
 Mr. Amar Singh, Chief Financial Officer
 Mr. Atul Jain, Chief Operating Officer (Resigned w.e.f. 07/07/2025)
 Ms. Komal, Company Secretary & Compliance Officer
 (Resigned w.e.f. 30/05/2025)
 Mr. Deepak Raj Singh Company Secretary & Compliance Officer
 (Appointed w.e.f. 02-06-2025)

BOARD OF DIRECTORS

: Mr. Gajraj Jain, Managing Director
 Mr. Jitendra Kumar Mishra, Independent Director
 Mr. Tilak Raj Goyal, Independent Director
 Mr. Punit Jain, Independent Director
 Mr. Pradeep Kumar Goyal, (Non- Executive Non Independent)
 (w.e.f 25-07-2024)
 Mrs. Hemlata Jain, Woman Director

REGISTERED OFFICE

: 522, 5th Floor, DLF Galleria Commercial Complex,
 DLF City Phase IV, Gurugram, Haryana, 122009

WEBSITE

: www.cpil.com

STATUTORY AUDITOR

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

40th ANNUAL GENERAL MEETING	
Date	10th September, 2025
Day	Wednesday
Time	11:00 A.M.
Place	Through Video Conferencing/Other Audio Visual Means

INTERNAL AUDITOR

: Baj & Company, Chartered Accountant

SECRETARIAL AUDITOR

: KKS & Associates, Company Secretaries

REGISTRAR AND SHARE TRANSFER AGENT

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

BANKERS

: HDFC Bank, Gurugram | AXIS Bank, Gurugram
 ICICI Bank

NOTE: In compliance with General Circulars No. 14/2020 dated April 8, 2020; 20/2020 dated May 5, 2020; 10/2022 dated December 28, 2022; and 09/2024 dated September 19, 2024 ("MCA Circulars"), and also the Circulars dated May 12, 2020, and October 7, 2023, issued by the Securities and Exchange Board of India ("SEBI Circulars") the Notice of AGM along with Annual Report for the financial year 2024-25 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 2024-25 can also be accessed from the websites of the Stock Exchange at www.bseindia.com.

No gifts or coupons would be given to the shareholders for attending the Annual General Meeting



COMPOSITION OF THE COMMITTEES

AUDIT COMMITTEE

Mr. Jitendra Kumar Mishra – Chairman

Mr. Gajraj Jain – Member

Mr. Tilak Raj Goyal – Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Jitendra Kumar Mishra – Chairman

Mrs. Hemlata Jain – Member

Mr. Gajraj Jain – Member

NOMINATION AND REMUNERATION COMMITTEE (NRC)

Mr. Jitendra Kumar Mishra – Chairman

Mrs. Hemlata Jain – Member

Mr. Tilak Raj Goyal – Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (W.E.F 25/06/2021)

Mr. Gajraj Jain – Chairman

Mrs. Hemlata Jain – Member

Mr. Jitendra Kumar Mishra – Member



Statutory Section

CHANDRA PRABHU INTERNATIONAL LIMITED

Reg. Off.: 522, 5th Floor, DLF Galleria, Commercial Complex, DLF City Phase IV, Gurugram, Haryana, 122009

CIN: L51909HR1984PLC133745

Email: info@cpil.com | Phone: +91-124-44754936

Website: www.cpil.com

NOTICE

Notice is hereby given that the **40th Annual General Meeting (AGM)** of the members of **CHANDRA PRABHU INTERNATIONAL LIMITED** will be held on **Wednesday, the 10th day of September, 2025 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, 2025, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Standalone audited financial statements including Balance Sheet of the Company as at March 31, 2025, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2025 together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted."

2. To appoint a Non-Executive Non Independent Director in place of Mr. Pradeep Goyal (DIN: 03568525), who retires by rotation and being eligible, has offered himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Pradeep Goyal (DIN: 03568525), who retires by rotation at this meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company".

SPECIAL BUSINESSES:-

3. **Re-Appointment of Mr. Gajraj Jain**

(DIN:00049199) as the Chairman Cum Managing director.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, or any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Gajraj Jain (DIN:00049199) as Chairman Cum Managing Director of the company for a period of three years with effect from 17 April, 2026 on the remuneration as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the Explanatory Statement annexed to the notice convening this meeting, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Gajraj Jain.

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

FURTHER RESOLVED THAT the Board of directors and/or the company secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

4. Appointment of Branch Auditors of the Company

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

"RESOLVED THAT pursuant to the provision of section 143(8), and 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."

5. To issue Bonus Equity Shares by capitalizing the free reserves (retained earnings) of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from

time to time, the enabling provisions of the Articles of Association of the Company and subject to such other approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and modifications, if any, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the for capitalization of a sum of Rs. 1,84,90,000 (Rupees One Crore Eighty-Four Lakh Ninety Thousand) from and out of the free reserve, and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of 92,45,000 bonus equity shares of Rs 2/- (Rs. Two) each, credited as fully paid to eligible members of the Company whose names appear in the Register of Members and in the beneficial records of the depositories on the 'Record Date', in the proportion of 1 (One) new fully paid-up equity share of Rs 2/- (Rs. Two) each for every 2 (Two) existing fully paid-up equity share of Rs 2 /- (Rs. Two) each held by them.

RESOLVED FURTHER THAT the new Bonus Equity Shares shall be issued and allotted in dematerialized form only and shall in all respects rank pari-passu with the existing fully paid-up equity shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper, or desirable including listing of such Bonus Equity Shares on the Stock Exchanges where the Equity Shares of the Company are presently listed and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect thereto."

6. To Increase the Authorised Share Capital of the Company and consequent alteration in clause on Capital in the Memorandum of Association of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, and other provisions of Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000 (Rupees Five crore only) divided into 2,50,00,000 (Two crore fifty lacs) equity shares of Rs. 2/- (Rupees Two) each to Rs. 6,00,00,000 (Rupees Six crore only) divided into 3,00,00,000 (Three Crore only) equity shares of Rs. 2/- (Rupees Two) each by creation of additional 50,00,000 (fifty lac) equity shares of Rs. 2/- (Rupees Two) each and that the new equity shares shall rank *Pari passu* with the existing equity shares."

RESOLVED FURTHER THAT the existing Capital Clause (Clause 5) of the Memorandum of Association of the Company be and is hereby altered by substituting with the following Clause:

V. The Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six crore only) divided into 3,00,00,000 (Three crore) equity shares of Rs.2/- (Rupees Two) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board or the officers duly authorized by the Board in this regard, be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect thereto."

7. To appoint M/s Baladeva Chitranjan & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act 2013, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Baladeva Chitranjan, Practicing Company Secretaries (COP No. 7387), and Proprietor of M/s Baladeva Chitranjan & Associates, be and is hereby appointed as Secretarial Auditors of the Company, to hold office for a term of 5 (Five) consecutive years, commencing from April 01, 2025 up to March 31, 2030, at a remuneration of INR 50,000 (Rupees Fifty Thousand Only) plus reimbursement of out of pocket expenses and applicable taxes to conduct the secretarial audit of the company as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be considered necessary in passing of the aforesaid resolution."

By order of the Board

Chandra Prabhu International Limited

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Date : August 08, 2025

Place : Gurugram

Corporate Identification Number (CIN):

L51909HR1984PLC133745

Registered Office: 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.

AGM CONDUCTED THROUGH VC/OAVM

(ii) Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

(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 40th 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) As the matters of Special Business as appearing at Item Nos. 3 to 5 of the accompanying Notice, unavoidable

due to statutory requirements, the same are proposed for approval of the Members at this AGM being conducted through VC/OAVM.

(v) Since this AGM will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorized representatives pursuant to section 112 & 113 of the Companies Act, 2013 ("the Act"), are requested to send to the company a scanned copy (PDF/JPG Format) of certified board resolution authorizing their representatives to attend the AGM through VC and vote on their behalf through remote e-voting or voting at AGM. The said resolution shall be sent to the scrutinizer by email through its registered email address to kksandassociates@gmail.com.

(vi) 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.

(vii) 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.

(viii) 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.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs

(ix) In line with the MCA General Circular No. 20/2020 dated May 5, 2020 and MCA Circular dated May 05, 2022 and MCA General Circular No. 11/2022 dated December 28, 2022, read with the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circulars"), the Notice of 40th AGM along with Annual Report for the financial year 2024-25 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 2024-25 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.

(x) Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for F.Y.2024-25 and Notice of 40th AGM, may temporarily get themselves registered with Company's Registrar and Transfer Agent, Alankit Assignment Ltd. 4E/2, Jhandewalan Extension, New Delhi- 110055 for receiving the same.

(xi) Members desirous of obtaining any information on the Annual Report and operations 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.

(xii) Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for 2024 will also be available on the Company's website www.cpil.com, website of Bombay Stock Exchange at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com for their download. For any communication, the shareholders may also send requests to the Company's designated email id: info@cpil.com

INFORMATION RELATED TO UPDATION OF DETAILS & DEMATERIALIZATION OF SHARES

(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) The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD_PoD-1/P/CIR/2023/37 dated March 16, 2023. The Form ISR-1, ISR-2, ISR-3, and SH-13 & SH-14 along with said Circular is also available on the website of the Company at www.cpil.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the required Forms along with the supporting documents to the RTA i.e. M/s Alankit Assignments Limited i.e. rta@alankit.com.

In case of any queries/difficulties in registering the Email Id, Members may write to the Company/RTA at cs@cpil.com or ram@alankit.com respectively

(xv) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.cpil.com and on the website of the Company's RTA at www.alankit.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

(xvi) As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent i.e M/s Alankit Assignments Limited. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

(xvii) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

(xviii) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

(xix) Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

(xx) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to the register the same with their Depository Participant(s) (DP) in case the shares are held by them in electronic form and with Alankit Assignments Ltd., Registrar & Share Transfer Agent in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically.

(xxi) Regulation 40 of the SEBI Listing Regulations, 2015 mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised mode. Further, SEBI, vide its Master Circular dated 7 May 2024, has clarified that listed

companies, with immediate effect, shall issue the securities only in dematerialized mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized mode. Shareholders who are desirous of dematerializing their shares may write to the RTA i.e. Alankit Assignment Ltd for assistance in this regard at rtat@alankit.com.

(xxii) The Company/RTA shall verify and process the investor service requests and thereafter issue a 'Letter of Confirmation' ('LOC') in lieu of physical share certificate(s). The LOC shall be valid for a period of 120 days from the date of issuance within which the Shareholder/Claimant shall make a request to the DP for dematerialising their said shares. In case, the demat request is not submitted within the aforesaid period, the shares shall be credited to the Company's Suspense Escrow Demat Account.

(xxiii) In case of loss/misplacement of share certificates, Members should immediately lodge a complaint/FIR with the police and inform the Company's Registrar and Transfer Agent, Integrated for the procedure of obtaining the duplicate share certificates.

(xxvi) Non-Resident shareholders: Non-Resident share holders are requested to immediately notify the following to the Company in respect of shares held in Physical form and to their DPs in respect of shares held in Dematerialized form:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement;
- Particulars of the Bank Account maintained with a bank in India, if not furnished earlier; and
- RBI Permission number with date to facilitate prompt credit of dividend in their Bank Accounts.

(xxv) Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased members are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the Registrar and Transfer Agent of the Company.

INFORMATION RELATED TO UNCLAIMED DIVIDEND AND IEPF

(xxvi) In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as 'IEPF Rules') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF) maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed in respect of dividends declared upto the financial year ended March 31, 2025 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the website of MCA at <http://www.iepf.gov.in/>.

Members are requested to note that dividends, if not uncashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority.

(xxvii) 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. During the year under review, no amount was required to be transferred to the Investor Education and Protection Fund by the Company.

PROCEDURE FOR INSPECTION OF DOCUMENTS

(xxviii) 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. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@cpil.com.

(xxix) The physical copies of the Notice of the 40th AGM along with the Annual Report for FY 2024-25 will be available at the Company's Registered Office for inspection during business hours (9:30 A.M. to 5:30 P.M. IST) on all working days from the date of dispatch of this Notice up to the date of the AGM.

(xxx) All the documents referred to in the accompanying Notice of the 40th AGM shall be available for inspection electronically by the Members from the date of dispatch of this Notice up to the date of AGM. Any Member desirous of inspecting the same may write to the Company at cs@cpil.com mentioning the Name, Folio No./DP Id and Client Id.

BOOK CLOSURE FOR AGM

(xxxi) Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 03, 2025 to Wednesday, September 10, 2025 (both days inclusive) for the purpose of Annual General Meeting.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

(xxxii) Pursuant to the requirements of Corporate Governance under Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) 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.

(xxxiii) As per the provisions 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.

During the F.Y 2024-25, the members of the Company on the recommendation of board & Nomination and Remuneration Committee meeting held on 25th July, 2024 had re-appointed Pradeep Goyal (DIN: 03568525) as Non-Executive Non-Independent Director of the Company for the further period of 5 years w.e.f. 25th July, 2024.

Further, the board of directors on the recommendation of Nomination and Remuneration Committee in their meeting held on 25th July, 2024 had appointed Mr. Pradeep Goyal (DIN: 3568525) as additional Director (Non-Executive Non Independent) for the period of 5 years w.e.f. 25th July, 2024, subject to the approval of the shareholder in the 39th AGM.

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 Mr. Pradeep Goyal (DIN: 3568525), retires by rotation and being eligible, offers himself for re-appointment.

Mr. Jitendra Kumar Mishra and Mr. Tilak Raj Goyal and Mr. Punit Jain, Independent director of the company are not liable to retire by rotation.

Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings issued by the

Institute of Company Secretaries of India, Brief resume pursuant to the Listing Obligations & 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.

OTHERS

(xv) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 40th AGM.

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

(xvii) 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 INE368D01025.

VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. 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.

3. 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.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cpil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 07, 2025 at 09:00 A.M. and ends on September 09, 2025 at 05: 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03.09.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 03, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS P o r t a l” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication,	you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience 
		Individual Shareholders holding securities in demat mode with NSDL. 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username&password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.	

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

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. Password details for shareholders other than Individual shareholders are given below:

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

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message “Vote cast successfully” will be displayed

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kksandassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre (Senior Manager) at evoting@nsdl.com.

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. In case shares are held in physical mode please provide 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 email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. 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:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further 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. Shareholders who would like to express their views/have questions may send their questions at least 10 days in advance prior to meeting mentioning their name demat account number/folio number, email id, mobile number at cs@cpil.com. The same will be replied by the company suitably. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

7. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

8. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 022 - 4886 7000 and 022 - 2499 7000.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE AGM THROUGH VC/OAVM:

1. Shareholders who would like to speak during the meeting must register their request 10 days in advance with the Company on cs@cpil.com.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.

3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.

5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

DECLARATION OF VOTING RESULTS & OTHER INSTRUCTIONS:

(I) The remote e-voting period commences on Sunday September 07, 2025 (9:00 am) IST and ends on Tuesday September 9, 2025 (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 Wednesday, September 03, 2025, 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.

(ii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, September 03, 2025, 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. Wednesday, September 03, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

(iii) 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 Wednesday, September 03, 2025, and not casting their vote electronically, may only cast their vote through e-voting system during the AGM i.e. www.evoting.nsdl.com.

(iv) 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. Wednesday, September 03, 2025, 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 Sunday September 07, 2025 (9:00 am) IST and ends on Tuesday September 09, 2025(5:00 pm) IST.

(v) 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.

(vi) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(vii) The Results declared, alongwith the Scrutinizer's Report, shallbe placed on the Company's website

www.cpil.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and be made available on their respective websites viz. www.bseindia.com.

(viii) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM.

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

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Date : August 08, 2025;
Place : 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 to 5 of the accompanying Notice:

Item No. 3

Re-Appointment of Mr. Gajraj Jain (DIN: 00049199) as the Chairman Cum Managing Director of the Company

Pursuant to the provisions of **Sections 196, 197, 198 and 203** of the **Companies Act, 2013**, read with **Schedule V** and the **Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**, and such other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof), the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of **Mr. Gajraj Jain (DIN: 00049199)** as **Chairman Cum Managing Director** of the Company for a further period of **three (3) years** with effect from **17th April, 2026**, subject to the approval of shareholders by way of a **Special Resolution**.

Mr. Gajraj Jain has vast experience and has been instrumental in the overall development and growth of the Company. The Board believes that his continued association will be beneficial to the Company.

The terms and conditions of his re-appointment, including the remuneration, are in accordance with the provisions of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The remuneration proposed to be paid to Mr. Jain shall be within the limits prescribed under **Section 197** read with **Schedule V** to the Act or such other limits as may be prescribed from time to time.

The Board shall have the authority to alter or vary the terms and conditions of the said re-appointment and/or agreement, including remuneration, in such manner as may be agreed between the Board and Mr. Gajraj Jain, within the limits specified under the Companies Act, 2013 and applicable rules thereunder.

The Board recommends the resolution as set out in Item No.3 of the accompanying Notice for the approval of the members by way of a **Special Resolution**

Item No. 4

Appointment of Branch Auditors

Pursuant to the provisions of **Section 143(8)** of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, the Board of Directors of the Company proposes to be authorized to appoint branch auditors for any branch office of the Company, whether existing or which may be opened or acquired hereafter.

Pursuant to the statutory requirements under Section 143(8) of the Act, such branch auditors must be qualified to act as auditors in terms of the Act and shall be appointed in consultation with the Company's statutory auditors. Given the possibility of multiple branch offices, it is considered expedient to grant the Board the authority to appoint such branch auditors and fix their remuneration from time to time, as may be deemed necessary.

Accordingly, pursuant to the aforesaid provisions of the Act, the approval of the members is sought by way of an Ordinary Resolution authorizing the Board of Directors to finalize the appointment of branch auditors and determine their remuneration in consultation with the statutory auditors of the Company.

The Board of Directors and/or any Committee thereof and/or any officer(s) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute such documents, instruments, agreements and writings as may be necessary, proper or expedient to give effect to this resolution and to comply with all applicable legal and procedural formalities.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No 5

To issue Bonus Equity Shares by capitalizing the free reserves (retained earnings) of the Company

The Board of Directors of the Company, at its meeting held on 8th August 2025, have approved issuance of Bonus Equity Shares in the proportion of 1:2 i.e. 1 (One) new fully paid-up Equity Shares of Rs. 2/- each for every 2 (Two) existing fully paid-up Equity Share of Rs. 2/- each, by capitalizing a sum of Rs. Rs. 1,84,90,000 (Rupees One Crore Eighty-Four Lakh Ninety Thousand) out of free reserves (retained earnings) as per the audited financial statements of the Company as on 31st March, 2025, subject to approval of the Members of the Company and such statutory and regulatory approvals, as may be applicable.

The proposed issue of Bonus Equity Shares is in accordance with the provisions of Section 63 of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations for the time being in force (including any statutory modifications or re-enactment for the time being in force).

In terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. With respect to the bonus shares of members holding equity shares in physical form who have not provided their demat account details to the Company/RTA, the said bonus shares shall be credited in dematerialised form to a new de-mat suspense account to be opened by the Company for the purpose. The voting rights on the Bonus Equity Shares held in the demat suspense account, shall remain frozen. The members holding shares in physical form are, therefore, requested to update the details of their de-mat accounts with the Company/RTA.

The Resolution set out at Item No. 5 of the Notice, if passed, will have the effect of allowing the Board of Directors (including any Committee duly constituted by the Board) to complete all formalities and activities, including issuance and allotment of Bonus Equity Shares to those shareholders whose names appear in the records of the Company on the 'Record Date' to be determined in this regard.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of issuance and allotment of Bonus Equity Shares to them in proportion of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 5 of this Notice for approval of the Members.

Item No 6

To increase the Authorised Share Capital of the Company and consequent alteration in clause on Capital in the Memorandum of Association of the Company

The present Authorised Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each. In order to facilitate the issue of proposed Bonus Equity Shares, the Board of Directors of the Company, at its meeting held on 8th August 2025, approved and

recommended to the members, for their approval, an increase in the Authorised Share Capital of the Company from Rs. 5,00,00,000 (Rupees Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 6,00,00,000 (Rupees Six Crore only) divided into 3,00,00,000 (Three Crore only) Equity Shares of Rs. 2/- (Rupees Two) each, by creation of additional 50,00,000 (Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two) each, and that the new Equity Shares shall rank pari passu with the existing Equity Shares.

The increase in the Authorized Share Capital and consequential alteration to Clause 5 of the Memorandum of Association of the Company require Members' approval pursuant to the provisions of section 61(1)(a) & 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and rules framed there under.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 6 of this Notice for approval by the Members.

Item No. 07

Appointment of Secretarial Auditor of the Company

Based on recommendation of the Audit Committee and after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board, at its meeting held on 8th August, 2025, approved the appointment of M/s. Baladeva Chitranjan & Associates, Practicing Company Secretaries (having CP No. 7387 and Peer Review Certificate No. 1330/2021), as the Secretarial Auditors of the Company for five consecutive years i.e. for FY 2025-26 to FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations notified vide Notification dated 12th December 2024 and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Baladeva Chitranjan, a Company Secretary in Whole-Time Practice and Proprietor of M/s Baladeva Chitranjan & Associates, Company Secretaries is a peer-reviewed firm having Certificate no.1330/2021 based in New Delhi. Mr. Baladeva Chitranjan have 17 years' experience in matters relating to Corporate Law, liasoning with Ministry of Corporate Affairs, Reserve Bank of India, advisory services pertaining to Foreign Exchange Management Act, 1999.

The Company has obtained written consent from M/s Baladeva Chitranjan & Associates, confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company.

The services to be rendered by M/s Baladeva Chitranjan & Associates are within the purview of the SEBI Regulation read with circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024.

It is proposed that the fee in connection with the secretarial audit shall be Rs. 0.5 Lakh for FY 2025-26 (excluding applicable taxes and reimbursement of out-of-pocket expenses, if any), with suitable revision(s) for the remaining tenure, as may be mutually agreed between the Board of Directors and Secretarial Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 7 of this Notice for approval by the Members

By order of the Board of Directors

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Date : August 08, 2025

Place : Gurugram

Corporate Identification Number

(CIN) : L51909HR1984PLC133745

Registered Office: 522, Fifth Floor, DLF Galleria

Commercial Complex, DLF City Phase IV,

Gurugram, Haryana, 122009

Phone: +91-124-44754936

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 appointment/re-appointment vide item no. 2 & 5 is as follows:

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

Particulars	Mr. Gajraj Jain	Mr. Pradeep Kumar Goyal
Brief Resume	Mr. Gajraj Jain about 71 years has more than 38 years of experience in entrepreneur, industrialist & rich business experience in overall management and supervision.	Mr. Pradeep Kumar Goyal, aged 51 years, is a practicing chartered accountant having vast experience of 23 years in advisory services related to direct and indirect taxes. Apart from being member of ICAI, he is a Certified Fraud Examiner from Canada, Insolvency Professional and Registered Valuer with IBBI. Being a public interest litigation and RTI activist, he is keen and actively involved in taking up issues concerning to the public at large with Hon'ble Supreme Court of India and various high courts of the country.
Date of Birth	11/04/1954	11/11/1973
DIN	0049199	03568525
Date of Appointment/ re-appointment	17/04/2023	25/07/2024
Qualifications	Graduate	Member of ICAI, he is a Certified Fraud Examiner from Canada, Insolvency Professional and Registered Valuer with IBBI.
Skill & Expertise in specific functional areas	Wide Experience in entrepreneur, Industrialist, rich business experience in overall management and supervision	Wide experience in the field of direct and indirect taxes. He is keen and actively involved in taking up issues concerning to the public at large with Hon'ble Supreme Court of India and various high courts of the country.
Directorship held in other Companies (excluding Foreign Company)	Katihar flour Mills Pvt. Ltd.	AGPG Buildwell Private Limited
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/Investor Grievance Committee)	NIL	NIL
Number of shares held in the Company	NIL	NA
Inter-se Relationship between Directors	Mr. Gajraj Jain is the Husband of Mrs. Hemlata Jain, Promoter & Woman Director of the Company.	NA

BOARD'S REPORT



BOARD'S REPORT

To
The Members
Chandra Prabhu International Ltd.

Your Directors are pleased to have this opportunity to report on Company's progress during the year financial year 2024-25 and to submit the 40th Annual Report & Audited Financial Statements (Standalone) comprised of Balance Sheet as on 31st March, 2025 and Profit & Loss Account for the period ended on 31st March, 2025.

FINANCIAL RESULTS

Amount in Lacs

Particulars	Standalone	
	2024-25	2023-24
Turnover/ Income from operations	99,426.36	85483.12
Other Income	534.24	267.92
Profit/(Loss) before tax, finance cost & depreciation	99,960.60	85751.04
Finance Cost	710.72	502.35
Depreciation	109.82	62.20
Exceptional items (income)	0.00	0.00
Profit/(Loss) before tax	323.00	143.78
Current Tax	114.36	57.91
Tax Adjustments for earlier years	0.00	0.00
Deferred Tax	(27.47)	8.37
MAT Credit Entitlement	-	-
Other Adjustments	-	-
Profit/(Loss) After Tax	236.11	77.50
Add/(Less): Other Comprehensive Income (net of taxes)	0.25	1.07
Total Comprehensive Income/ (Expenses) for the year	236.36	78.57

DIVIDEND

Keeping in view the overall financial position of the Company, the Board has not recommended any dividend for the FY 2024-25.

TRANSFER TO RESERVE

As per Standalone financials, the net movement in the reserves of the Company for FY 2025 is as follows:

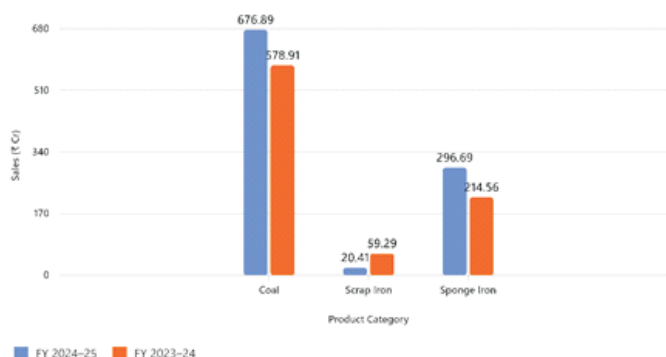
Amount in Rs.

Particulars	As at 31.03.2025
General Reserves	
General Reserve - Op Bal	39,89,291
Retained Earnings	
Opening Balance	42,84,64,036
Add: Surplus in Statement of Profit & Loss	2,36,08,962
Add/(Less): Gratuity Exp related to OCI adjusted as per Ind AS	34,134
Add/(Less): Deferred Tax impact related to exp of OCI	(8,591)
Total	45,20,98,541
Less: Final Dividend Paid	-
	45,20,98,541
Other Equity	
General Reserves	39,89,291
Retained Earnings	45,20,98,541
Closing Balances	45,60,87,832

COMPANY'S PERFORMANCE

During the year, under review the performance of the Company has registered Significant growth and the turnover during the year was Rs. **99,426.36 lakhs** as against Rs. **85483.12 lakhs** in the previous year indicating a increment of about 16.90 % over the last year. The year under review resulted in Profit after Tax (PAT) attributable to shareholders of **Rs. 236.11 lakhs** as compared to

Profit of **Rs. 77.50 lakhs** during the previous year. The management is optimistic on the performance of the Company in future to maintain the growth momentum and a detailed discussion is provided under Management discussion and analysis report.



HUMAN RESOURCE DEVELOPMENT

Nurturing talent for the future is essential for our continued success. Our culture is at the center of everything we do, shaping us into who we are today. Over the past 40 years, our values, excellence, collaboration, and most importantly, our people have molded our unique culture. We have long-established paths for employee upskilling and reskilling, and our efforts have been well-rewarded, providing value to our people and us. Our Company remains committed to nurture an inclusive workplace for our diverse talent.

As we look ahead, our company remains deeply committed to fostering an inclusive environment that celebrates diversity and empowers every individual to grow and succeed.



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, metal etc. However effectively at present coal, metal trading & dealing in agro sector. 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. Further, the Company has already revived and restarted its Agro Business using new and innovative technology, alongwith Hi-tech agro machinery/equipment's, and is actively seeking opportunities in its agro division business.



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

As required under Section 134(3) of the Act, the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in the Annual Report.

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. However, the Company has altered its object clause by substituting the new sub-clause No. 4 in the main objects Main Object vide Special Resolution passed by the members of the Company through 39th Annual General Meeting held on September 20, 2024. The sub-clause 4 of the main objects are as follows: -

4. a. (i) *To carry on the business of farm management system, contract farming, Vertical Farming, Horizontal Farming, Aquaponic Farming, Hydroponic Farming and all type of agricultural and horticultural activities, production, harvesting etc. with use of new and innovative technology, modern equipment etc. and by collecting and analyzing data about the soil, plants, and animals of various soil quality or topography variations and ensuring optimum utilization water, fertilizer, plant nutrients, pesticides, seeds, and labor in India and to acquire, hold & buy freehold or leasehold agriculture land, farm, garden or any other property in order to cultivate, grow, collect, process, produce, set-up and carry on the said business.*
- (ii) *To cultivate, grow, produce, harvest raise or deal in agriculture produce and to set up agro farming with innovative technology and equipment and to import, export, buy, sell, manufacture, market or deal in agriculture produce of all description which inter alia include but is not limited to fruits, vegetable, seeds, Medicine and herbal products and other food items derived from agricultural or farming activities.*
- (iii) *To buy, sell, import, export or otherwise deal in all plants and machinery, implements, accessories, tools, materials, substances, goods or things of any description used in all types of operations of contract farming, farming management, horticulture, agriculture including tractors, power tillers, sprayers, dusters, mist blowers, threshers and all types of modern agricultural equipment, implements, fertilizers etc.*
- b. *To undertake or promote scientific research for farming, innovating technology etc and to provide training, education by way of seminars, workshops, training programs for implementing different schemes of the central / state governments and other public authorities relating to the main business or class of business of the Company.*

SUBSIDIARY AND ASSOCIATES COMPANIES

There is no subsidiary, associate or joint venture of the Company.

Therefore, Pursuant to provisions of section 129(3), details regarding subsidiaries/associates in the prescribed Form **AOC-1** are not required to be attached.

DIRECTORS RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls (IFCs) and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of IFCs over financial reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee of Directors, the Board is of the opinion that the Company's IFCs were adequate and effective during FY 2024-25.

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;

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 2024-25.

DIRECTORS & KEY MANAGERIAL PERSONNEL

DIRECTORS

In accordance with the provisions of Sections 149 and 152 of the Companies Act, 2013, and the rules made thereunder, as amended from time to time, along with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors shall comprise an optimum combination of executive and non-executive directors, including at least one-woman director. As on 31st March 2025, the Company's Board consists of Mr. Gajraj Jain (Managing Director), Mr. Pradeep Goyal (Non-Independent, Non-Executive Director), Mr. Tilak Raj Goyal, Mr. Jitendra Kumar Mishra, and Mr. Punit Jain (Independent Directors), along with Mrs. Hemlata Jain as the Woman Director (Non-Executive Director).



CHANGE IN DIRECTORS INCLUDING INDEPENDENT DIRECTOR

During the F.Y under review, on the recommendation of Nomination and Remuneration Committee, the board of directors in their meeting held on 25th July, 2024 had appointed Mr. Pradeep Goyal (DIN: 3568525) as additional Director (Non-Executive Non-Independent) for the period of 5 years w.e.f 25th July, 2024. He was subsequently regularized as a director at the 39th Annual General Meeting and continues to serve on the Board in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the requirements of the Act and the Company's Articles of Association, Mr. Pradeep Goyal (DIN:3568525), retires by rotation and is eligible for re-appointment Members' approval is being sought at the ensuing AGM for her re-appointment.

During the year under review, the Non-Executive Directors (NEDs) of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, as applicable, received by them.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based upon the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. The Company has received declarations from all the Directors confirming that they are not disqualified/ debarred from being appointed/ reappointed as Director.

KEY MANAGERIAL PERSONAL (KMP)

During the year under review, there were no changes in the KMP of the Company. As on 31st March, 2025, Mr. Gajraj Jain, Chairman Cum Managing Director, Mr. Akash Jain, Chief Executive Officer (CEO), Mr. Amar Singh, Chief Financial Officer, Ms. Komal, Company Secretary and Compliance Officer & Mr. Atul Jain, Chief Operating 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.

However, subsequently, Ms. Komal resigned from the office of Company Secretary and Compliance Officer with effect from May 30, 2025. Mr. Deepak Raj Singh was appointed as the Company Secretary and Compliance Officer of the Company with effect from June 2, 2025. Thereafter, Mr. Akash Jain, Chief Executive Officer, and Mr. Atul Jain, Chief Operating Officer, resigned from their respective positions with effect from July 7, 2025.

Further, the tenure of Mr. Gajraj Jain, Chairman cum Managing Director of the Company shall expire on 16 April, 2026. Based on an evaluation of the balance of skills, knowledge and experience on the Board and further, on the report of performance evaluation, the external business environment, business knowledge, skills, experience considered that the association of Mr. Gajraj Jain Chairman cum Managing Director of the Company would be beneficial to the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board, vide Resolution passed on August 08, 2025, re-appointed Mr. Gajraj Jain, Chairman cum Managing Director of the Company and subject to approval of the Members by way of Ordinary Resolution at the ensuing AGM of the Company, re-appointed him as a Chairman cum Managing Director, not liable to retire by rotation, for the further period of 3 years commencing from April 17, 2026 upto April 16, 2029. Accordingly, Members' approval is being sought at the ensuing AGM for his appointment.



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

Pursuant to the provision of Section 149(7) of the Act read with Regulation 25(8) of the Listing Regulation, the Company has received a declaration from each of the Independent Director that they meet the criteria of independence as provided under 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.

All the Independent Directors of the Company have complied with the requirement pertaining to the inclusion of their names in the data bank of independent directors maintained by Indian Institute of Corporate Affairs and they meet the requirements of proficiency self-assessment test.

In the opinion of Board of Directors of the Company, Independent Directors on the Board of Company hold highest standards of integrity and are highly qualified, recognised and is doyen of the industry. There is an optimum mix of expertise (including financial expertise), leadership and professionalism.

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, 2025, i.e. on 19th April, 2024, 25th April, 2024, 28th May, 2024, 11th June, 2024, 25th July, 2024, 24th October, 2024, 10th December, 2024, 31st January, 2025, & 31st March, 2025 respectively. 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.

The details and attendance of meetings of the board, its committees and the annual general meeting are mentioned in the Corporate Governance Report, which forms part of this Report.



MEETING OF INDEPENDENT DIRECTORS

During the financial year 2024-25, the meeting of Independent Director was held on 31st January, 2024, to review the performance of Non Independent Director. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole, the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

BOARD EVALUATION

In compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has conducted its annual evaluation of the Board's overall performance, the functioning of its committees, and the contribution of individual directors.



The evaluation of the Board was carried out by seeking inputs from all directors, based on criteria such as the composition and structure of the Board, effectiveness of its processes, quality of information shared, and overall functioning.

Similarly, the performance of Board Committees was assessed by the Board after obtaining feedback from respective committee members, focusing on aspects such as committee composition, frequency and effectiveness of meetings, and clarity of roles and responsibilities.

The Nomination and Remuneration Committee (NRC), along with the Board, reviewed the performance of individual directors using parameters such as

preparedness for meetings, quality of participation, and the value of contributions made during discussions. The Chairman's performance was also evaluated on key leadership aspects.

In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the Board as a whole, and the Chairman was reviewed, incorporating the views of both Executive and Non-Executive Directors. The outcomes of this meeting were subsequently discussed in the Board meeting that followed.

The evaluation of Independent Directors was conducted by the entire Board, excluding the director being evaluated, in accordance with applicable regulatory guidelines.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The report on Corporate Governance and Management Discussion and Analysis Report as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is integral part of this Annual Report along with the required Certificate from Practicing Company Secretary regarding compliance of the conditions of Corporate Governance.

In compliance with Corporate Governance requirements as per the SEBI Listing Regulations, your Company has formulated and implemented a Code of Conduct for all Board members and senior management personnel of the Company, who have affirmed the compliance thereto.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETING AND GENERAL MEETING

The Institute of Company Secretaries of India has currently mandated compliance with the Secretarial Standards on board meetings and general meetings. During the year under review, the Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

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 fundamental to sustainable success and forms an integral part of the Company's governance framework. While a certain degree of risk is inherent in the pursuit of strategic objectives, a robust risk management system enables the Company to optimize business opportunities, enhance resilience, and respond proactively to a dynamic external environment.

The Company's risk management approach facilitates early identification and assessment of risks, enabling appropriate mitigation strategies to manage uncertainties, minimize potential threats, and capitalize on opportunities. These risks are broadly categorized into Strategic, Operational, Financial, and Legal/Regulatory risks.



Pursuant to Section 134(3)(n) of the Companies Act, 2013 and Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a formal Risk Management Policy, duly approved by the Board of Directors. A structured risk management framework has been implemented to identify, evaluate, monitor, and control risks that may impact the Company's operations or threaten its long-term viability.

INTERNAL CONTROL SYSTEMS

The Company has instituted an internal control system that is commensurate with the size, scale, and complexity of its operations. To ensure objectivity and independence, the Internal Audit function reports directly to the Chairman of the Audit Committee of the Board.

An Internal Auditor, appointed by the Company, is responsible for monitoring and evaluating the effectiveness and adequacy of internal control mechanisms. Based on the auditor's findings, process owners implement corrective actions within their respective domains, thereby reinforcing the control environment. Significant audit observations and the corresponding remedial measures are presented to the Audit Committee for review.

The Audit Committee of the Board actively oversees the adequacy and effectiveness of the internal control systems and recommends improvements where necessary. It is periodically apprised of internal audit findings, and corrective actions are taken accordingly. For further details, please refer to the section titled "Internal Control Systems and Their Adequacy" in the Management Discussion and Analysis Report, which forms part of this Annual Report.



BOARD COMMITTEES

Detailed composition of the mandatory Board Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee & Corporate Social Responsibility (CSR) are as under:

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 Requirements) Regulations, 2015. 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.

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.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The role, terms of reference, authority and powers of the Corporate Social Responsibility Committee are in conformity with Section 135 of the Companies Act, 2013.

The details regarding all the above said committees are given in the Corporate Governance Report which forms a part of this Report.

AUDITORS



STATUTORY AND BRANCH AUDITORS

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and on the recommendation of Audit Committee, the board of directors at their meeting held on August 03, 2022 appointed M/s J P S & CO. Chartered Accountants (FRN: 004086N) as Statutory Auditors of the Company whose appointment was approved by the shareholder in the 37th AGM for a term of five years to hold office from the conclusion of the 37th AGM till the conclusion of the 42nd AGM in 2027.

The Company has in its Notice convening AGM sought approval from the Members for passing a resolution regarding authorizing the Board to appoint Branch Auditors of any Branch office of the Company, whether existing or which may be opened/acquired, outside India, to act as Branch Auditors.

STATUTORY AUDITOR'S REPORT

The standalone financial statements of the Company have been prepared in accordance with Ind AS notified under Section 133 of the Act. The Notes to the financial statements referred in the Auditors Report are self-explanatory.

There are no qualifications or reservations or adverse remarks or disclaimers given by Statutory Auditors' of the Company and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report.

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 appointed M/s. KKS & Associates, Company Secretaries as the Secretarial Auditor of the Company for the financial year 2024-2025. The Company has received consent from M/s. KKS & Associates, Company Secretaries, for their appointment. The Secretarial Audit Report confirms that the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines and that there were no deviations or non-compliances. Further, his secretarial audit report is annexed as Annexure-II to this Report in prescribed Form MR-3.

The Secretarial Audit Report does not contain any qualifications, reservations, adverse remarks or disclaimers.

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, 2025 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.

Pursuant to recent amendments in SEBI Listing Regulations vide Circular No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024, basis the recommendation of Board of Director(s), a listed entity shall appoint/ re-appoint:

- I. an individual as Secretarial Auditor for not more than 1 (One) term of 5 (Five) consecutive years; or
- ii. a Secretarial Audit firm as Secretarial Auditor for not more than 2 (Two) terms of 5 (Five) consecutive years, with the approval of its Members in its AGM to be held for the Financial Year 2024-25.

In accordance with Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24(A) of the SEBI Listing Regulations, based on the recommendation of the Audit Committee and subject to the approval of the Members of the Company at the ensuing AGM, the Board of Director(s), at their meeting held on August 08, 2025, approved the appointment of M/s Baladeva Chitranjan & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company, for a term of 5 (Five) consecutive financial years, commencing from the financial year 2025-26 till financial year 2029-30.

INTERNAL AUDITOR

In terms of Section 138 of the Companies Act, 2013 and Rules framed there under, M/s Baj & Company, Chartered Accountant, was appointed as an Internal Auditor of the Company for the FY 2024-25.

Further, the board of directors in their board meeting held on Tuesday, 29th May, 2025, has re-appointed M/s Baj & Company, Chartered Accountant as an Internal Auditor of the Company for the FY 2025-26. He will perform all the duties of internal auditor and conduct the Audit of the Company for FY 2025-26.

EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK

There are no qualifications, reservations or adverse remarks or disclaimers made –

- (i) by the Statutory Auditors' in their report; and
- (ii) by the Secretarial Auditors' in their report.

FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2025 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act read with the Companies (Accounts) Rules, 2014 as amended from time to time. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2025. The Notes to the Financial Statements forms an integral part of this Report.



FINANCIAL RATIOS

The Key Financial Ratios with detailed explanations were disclosed in the Financial Statements, which forms part of this 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 statutory auditors to Audit Committee and/or board 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 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

The Company has no subsidiary & associate Company. Therefore, in accordance with Section 129(3) of the Companies Act 2013 and Regulation 34(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the provision regarding consolidated Financial Statements is not applicable.

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 for the Directors and Employees of the Company to deal with instances of fraud or mismanagement, if any. The Vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behaviour. The Company had adopted a Code of conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern their actions.

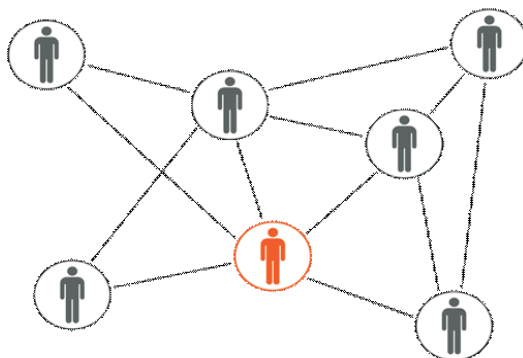
The Policy regarding the same can be accessed at the website of the company. All Senior Management personnel have affirmed compliance with the CPIL Code of Conduct. The CEO & Managing Director has also confirmed and certified the same. The certification is at the end of the Report on Corporate Governance.



Pursuant to Section 177(9) of the Act, a vigil mechanism was established for directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism provides a mechanism for employees of the Company to approach the Chairman of the Audit Committee of Directors of the Company for redressal. No person has been denied access to the Chairman of the Audit Committee of Directors.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and the Listing Regulations, the Company has formulated a Policy on Related Party Transactions, Material Related Party Transactions and the same is available on the website of the company at www.cpil.com. All Related Party Transactions are placed before the Audit Committee and also the Board/Members for their approval, wherever necessary. An omnibus approval from the Audit Committee is obtained for the related party transactions. The related party transactions including under sub –section (1) of Section 188 of the Companies Act, 2013 entered during the financial year were on an arm's length basis and were in the ordinary course of business. The details of the same are annexed herewith as “Annexure-I” in the prescribed Form AOC-2 & also in Note 36 to the Standalone Financial Statements of the Company.



Further, there were no transactions which were material (considering the materiality thresholds prescribed under the Companies Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The Company in terms of regulation 23 of the Listing Regulations submitted disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards to the stock exchanges. The said disclosures can be accessed on the website of the Company at www.cpil.com.

CORPORATE SOCIAL RESPONSIBILITY

The CSR Committee has been entrusted with the prime responsibility of recommending to the Board, the CSR activities to be undertaken by the Company in terms of CSR Policy, the amount of expenditure to be incurred and monitoring the implementation of the framework of the CSR Policy. The CSR policy of the Company has been provided on the Company's website at www.cpil.com. The Annual Report on CSR activities having a brief overview of the projects undertaken, as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been annexed as **Annexure-III** of this Report.



The Composition of CSR Committee and other details are the part of Corporate Governance Report.

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

The NEDs have no pecuniary relationship except the sitting fees paid for the meeting of board of Directors/Committee.

The details regarding the remuneration of directors along with their shareholding are disclosed in Corporate Governance Report which forming part of this Annual Report.

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:-

Foreign Exchange Earnings and Outgoings	31 st March, 2025	31 st March, 2024
Earnings in Foreign Currency	NIL	Rs. 53.45
Expenditure in Foreign Currency	NIL	Rs. 174.23
CIF Value of Imports	NIL	Rs.6049.10

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

There was no employee in receipt of remuneration in the limit as prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, the statement/ information required under section 197 read with Rule 5 is not applicable.

Sr. No.	Particulars	Details
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for financial year	Mr. Gajraj Jain - Nil Mrs. Hemlata Jain - Not Applicable* Mr. Jitendra Kumar Mishra - Not Applicable* Mr. Tilak Raj Goyal -Not Applicable* Mr. Punit Jain -Not Applicable* Mr. Pradeep Goyal-Not Applicable*
(ii)	the percentage Increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	NIL
(iii)	the percentage Increase in the median remuneration of employees in the financial year.	NIL
(iv)	the number of permanent employees on the rolls of Company;	22Employees as on March 31, 2025.
(v)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	NIL
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the FY 2024-25 is as per the Remuneration Policy of the Company.

Notes:-

- * 1. The remuneration to Non-Executive Directors consists of Sitting Fees only.
2. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration policy of the Company.

PUBLIC DEPOSITS

During the year, the Company has not received any Deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet under the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and Chapter V of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)



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. Members are requested to ensure that they claim the dividends before they are transferred to the said Fund. Member(s) who have not encash their dividend warrants so far for any previous seven financial years 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. During the year under review, no amount was required to be transferred to the Investor Education and Protection Fund by the Company.

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

The Company is committed for providing and promoting a safe and healthy work environment for all its employees.

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 complaints regarding sexual harassment by any women employees (permanent, contractual, temporary, trainees) who are covered under this policy till the date of this report.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees of the Company are covered under the aforementioned Policy.

The summary of complaints received and disposed off up to March 31, 2025 were as under:

Number of complaints received: 0

Number of complaints disposed off: 0

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency Bankruptcy Code, 2016.

DETAILS OF CREDIT RATING

The Company was not assigned with any Credit Rating.

CORPORATE POLICIES

The Listing Regulations mandate the formulation of certain policies for all Listed Companies. The Corporate Governance Policies are available on the Company's website at www.cpil.com. The policies are reviewed periodically by the Board and updated as needed.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of loans taken from Banks & Financial Institutions.

CORPORATE GOVERNANCE

A separate report on Corporate Governance containing General Shareholder's information, along with the Certificate from Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as a part of this Report.

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

During the period under review, there was no significant and material order passed by regulators or court or tribunals against the company impacting the going concern status and Company's operations in future.

INVESTOR RELATIONS

Your Company always endeavors to keep the time of response to shareholders request / grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders' Grievance Committee of the Board meets periodically and reviews the status of the Shareholders' Grievances. The shareholders of the Company continue to be traded in electronic forum and dematerialization exists with both the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited.

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 2024-2025. All compliances with respect to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 have been duly made by the company.



GREEN INITIATIVES

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 40th Annual General Meeting of the Company including the Annual Report for Financial Year 2024-25 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

GENERAL

I. During the year, there being no transactions with respect to following items during the year under review, no disclosure or reporting is required in respect of the same:

- a. Issue of equity shares with differential rights also dividend, voting or otherwise.
- b. Issue of shares (including sweat equity shares) to employees of your Company under any scheme.
- c. Buy-back of shares.
- d. No settlements have been done with banks or financial institutions.

II. During the year under review, the Company remained compliant with the Maternity Benefit Act, 1961, and has ensured all necessary measures are in place for eligible employees, despite no such cases arising during the period

ACKNOWLEDGEMENT

On behalf of the Directors of the Company, I would like to place on record our deep appreciation to our shareholders, customers, business partners, vendors, bankers, financial institutions and academic institutions for all the support rendered during the year.

The Directors are thankful to the Government of India, the various ministries of the State Governments, the Central and State Electricity Regulatory authorities, communities in the neighborhood of our operations, local authorities in areas where we are operational in India; as also partners, governments and stakeholders where the Company operates, for all the support rendered during the year.

Finally, we appreciate and value the contributions made by all our employees and their families for making the Company what it is. 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.

CAUTIONARY STATEMENT

The Annual Report including those which relate to the Directors' Report, Management Discussion and Analysis Report may contain certain statements on the Company's intent, expectations or forecasts that appear to be forward looking within the meaning of applicable securities laws and regulations while actual outcomes may differ materially from what is expressed herein. The Company bears no obligations to update any such forward looking statement. Some of the factors that could affect the Company's performance could be the demand and supply, changes in Government regulations, tax laws etc.

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Jitendra Kumar Mishra
Independent Director
DIN: 0798342

Place : Gurugram

Date : August 08, 2025

Corporate Identification Number (CIN): L51909HR1984PLC133745

Registered Office: 522, 5th 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.co

ANNEXURES**ANNEXURE-I****FORM NO. AOC-2**

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

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

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

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 transaction	Amount Paid as advance, if any
1.	South West Pinnacle Exploration Limited	Entity of Relative of KMP	Rent Payable Rent Paid Rent Outstanding	Nil 11.39 Nil	11 months	Rent Agreement	NIL

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Jitendra Kumar Mishra
Independent Director
DIN: 0798342

Place : Gurugram

Date : August 08, 2025

Corporate Identification Number (CIN): L51909HR1984PLC133745

Registered Office: 522, 5th 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.co

ANNEXURE-II**FORM No. MR-3****Secretarial Audit Report****For The Financial Year Ended 31st March, 2025**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015]

To,
The Members,
Chandra Prabhu International Ltd.
522, Fifth Floor, DLF Galleria
Commercial Complex, DLF City Phase IV,
Gurugram, Haryana, 122009

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 and clarifications given to us **and the representations made by the Management**, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 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, 2025 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, 2018; (Not applicable to the Company during the audit period);
 - d. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

- e. The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018
- f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period);
- g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the audit period);
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. (Not applicable to the Company during the audit period);
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (Not applicable to the Company during the audit period);
- j. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- vi. Other laws applicable to the Company as per the representations made by the Management. We have also examined compliance with the applicable clauses of the following:
 - a. Secretarial Standards issued by The Institute of Company Secretaries of India, with respect to board and general meetings.
 - b. The Listing Agreement entered into by the Company with BSE Limited read with Securities and Exchange Board of India (Listing Obligations & 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:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and Woman Director(s). The changes (appointment or otherwise) 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.
- 2) 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

Krishna Kumar Singh
Practicing Company Secretary
FCS No: F8493
CP No: 9760
Peer Review: 2105/2022

Place: Gurugram
Date : August 01, 2025
UDIN : F008493G000915322

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

Our Secretarial Audit Report (MR-3) 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. Wherever 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

Krishna Kumar Singh
Practicing Company Secretary
FCSNo: F8493
CP No: 9760
Peer Review: 2105/2022

Place: Gurugram
Date : August 01, 2025
UDIN : F008493G000915322

Annexure-III

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

Chandra Prabhu International Limited (**Company**) continues to be driven by the purpose of doing business that not only generates prosperity but also amplifies the welfare of the society. The Company is committed to the overall welfare and development of society including but not limited to education, womenem powerment, environmental sustainability, disaster management, health care and sanitation. The Company hasadopted appropriate business processes and strategies to achieve the above objectives. Your Company's CSR efforts during the financial year under review, focuses on Promoting Education, Relief to Poor, Healthcare, women empowerment, Environment Sustainability.



CSR policy of the Company was approved by the Board of Directors is available on the website of the Company at www.cpil.com.

Corporate Social Responsibility (CSR) is a concept which integrates the company's business objectives with social and environmental concerns while interacting with their stakeholders.

To pursue these objectives we will continue:

- To lay down guiding principles to ensure strong corporate culture which emphasizes on integrating CSR values with Business Objectives.
- To do business by adding value to the community and society on a sustainable basis through dedicated policies, institutional setup and engagement process to promote inclusive growth.
- To practice the Company's corporate values through its commitment to grow in a socially and environmentally responsible manner.

The Company shall give preference to the local area and areas around it where it operates.

2. Composition of CSR committee

Sr. No.	Name of the Director	Designation/Nature of Directorship	Number of meeting of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Gajraj Jain	Chairman, Chairman Cum Managing Director	1	1
2.	Jitendra Kumar Mishra	Member, Independent Director	1	1
3.	Hemlata Jain	Member, Woman Director	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

Composition of CSR Committee	The composition of the CSR committee is available on our website, at www.cpil.com
CSR Policy and Project	The Committee, with the approval of the Board, has adopted the CSR Policy as required under Section 135 of the Companies Act, 2013. The CSR Policy & Project of the Company is available on our website, at www.cpil.com

4. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the companies (corporate social responsibility policy) rules, 2014, if applicable (attach the report).

Not Applicable.

5. a) Average net profit of the Company as per section 135(5): - NIL (Calculated Net Profits under Section 135 of the Act don't qualify for Applicability of CSR)
- b) Two percent of average net profit of the Company as per sub-section (5) of section 135: - Not Applicable
- c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: NIL
- d) Amount required to be set off for the financial year, if any: NIL
- e) Total CSR obligation for the financial year [5(b)+5(c)-5(d)]: NIL
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): INR 10,00,000
- b) Amount spent in Administrative Overheads: NIL
- c) Amount spent on Impact Assessment, if applicable: NIL
- d) Total amount spent for the Financial Year [6(a)+6(b)+6(c)]: INR 10,00,000
- e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
10,00,000/-	Nil	..NA...	..NA...	Nil	..NA...
TOTAL				10,00,000	

- f) Excess amount for set off, if any

Sr. No.	Particular	Amount
i.	Two percent of average net profit of the company as per section 135(5)	-
ii	Total amount spent for the Financial Year	Rs. 10,00,000
iii	Excess amount spent for the financial year [(ii)-(i)]	-
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)	Amount remaining to be spent in succeeding financial years (in ₹)
...Not Applicable...					

8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year (Asset-wise details): Not Applicable

a. Date of creation or acquisition of the capital asset(s)	-
b. Amount of CSR spent for creation or acquisition of capital asset.	-
c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	-
d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	-

9. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reason for not spending the amount in its Board Report :

Not Applicable

For and on behalf of the board of directors

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Jitendra Kumar Mishra
Independent Director
DIN: 0798342

Place : Gurugram

Date : August 08, 2025

MANAGEMENT DISCUSSION AND ANALYSIS (MDA) REPORT



This report contains forward-looking statements, which reflect CPIL's expectations and assumptions about future performance, strategy, and market conditions. These statements, identified by terms like 'expects', 'plans', 'intends', and similar expressions, are inherently uncertain and subject to risks. Actual results may differ materially due to various factors. CPIL does not undertake any obligation to update these statements unless required by law, and advises stakeholders not to place undue reliance on them.

CPIL, a trusted name in coal, and agro product trading, has recently added metal scrap to its portfolio. On 11th June 2024, the company also revived its Agro Business using advanced technology and hi-tech machinery. Committed to ethical, sustainable, and stakeholder-driven growth, CPIL continues to pursue profitable expansion across all its operations.

Global Economic Overview

In FY 2024–25, the global economy showed signs of cautious recovery amid persistent inflation, trade disruptions, and geopolitical tensions. According to the IMF, global GDP growth was estimated at 3.0%, with a projected increase to 3.1% in FY 2025–26, driven by improved financial conditions, lower effective tariffs, and fiscal expansion in major economies. Inflation is expected to ease gradually, although U.S. inflation remains above target. Key risks include elevated uncertainty, potential tariff hikes, and geopolitical instability, prompting calls for restoring confidence and sustainability in global policy frameworks.¹

¹(Source: MF World Economic Outlook Update, July 2025)



In the coal trading sector, global coal demand reached a record 8.8 billion tonnes in 2024, marking a 1.5% increase from the previous year. This growth was primarily driven by rising consumption in China, India, and Indonesia, offsetting declines in Europe and North America. However, demand in China and India began to soften in early 2025 due to increased renewable energy generation. The International Energy Agency (IEA) forecasts coal demand to remain broadly flat in 2025 and decline slightly in 2026. Notably, coal use in the U.S. rose by 10% in first half of 2025 due to high natural gas prices. Despite regional fluctuations, global coal trade volumes are expected to contract in 2025 and 2026, marking the first consecutive two-year decline this century.²

The metal scrap trading sector also saw significant growth. The global metal recycling market was valued at USD 551.9 billion in 2024 and is projected to reach USD 767.9 billion by 2029, growing at a CAGR of 6.8%. This surge is driven by environmental regulations, industrial demand for sustainable raw materials, and technological advancements. The Asia-Pacific region, particularly China, leads this growth due to rapid urbanization and industrialization. Key end-use industries include automotive, construction, and electronics. Ferrous metals dominate the market, while non-ferrous metals like aluminium and copper offer higher value. Challenges such as disorganized waste collection in developing countries and the complexity of modern products pose hurdles to efficient recycling.³

India Economy Overview

India's economy remained resilient in FY 2024–25, with real GDP growth estimated at 6.5%, supported by strong domestic demand, robust investment activity, and government-led capital expenditure. The Ministry of Statistics and Programme Implementation (MoSPI) reported healthy growth across agriculture, industry, and services, with Gross Value Added (GVA) expanding steadily. Private consumption and gross fixed capital formation were key contributors to growth, while exports faced headwinds due to global trade moderation.

Inflation remained within manageable levels. The Reserve Bank of India (RBI) projected headline CPI inflation at 4.5% for FY 2024–25, aided by easing food and fuel prices. Monetary policy remained accommodative, with the repo rate held steady to support growth while keeping inflation expectations anchored.

Looking ahead to FY 2025–26, the RBI has retained its GDP growth forecast at 6.5%, citing buoyant rural demand, a revival in urban consumption, and improved capacity utilization in manufacturing. The central bank expects inflation to moderate further to 3.8%, driven by stable commodity prices and proactive supply-side interventions.³ However, risks from global trade disruptions, geopolitical tensions, and climate-related shocks remain.

India is expected to remain the fastest-growing major economy in the world, with continued emphasis on infrastructure development, digital transformation, and green energy investments. The government's focus on fiscal consolidation, ease of doing business, and targeted welfare schemes is likely to support inclusive and sustainable growth.⁴

(²Source: IEA Coal Mid-Year Update, July 2025)

(³Source: Metal Recycling Market Report, July 2025)

(⁴Sources MoSPI – National Accounts Statistics 2025, RBI Bulletin – Inflation & Growth Outlook, RBI Annual Report – GDP Forecast, Mint – RBI Monetary Policy Update)

Outlook

India is poised to maintain strong economic momentum in FY 2025–26, with GDP growth projected at 6.5%, supported by robust domestic demand, infrastructure investment, and a revival in rural and urban consumption. Inflation is expected to moderate to 3.7%, enabling a stable monetary policy environment. Despite global uncertainties, India's macroeconomic fundamentals remain resilient, positioning it as the fastest-growing major economy globally.⁵

Company Overview

Chandra Prabhu International Ltd. (CPIL) is a multi-product trading company with over 40 years of experience in coal, and agro commodities. Expanding its portfolio, CPIL has recently entered the metal scrap trading segment and revived its Agro Business using advanced technology and hi-tech machinery. Committed to ethical practices and sustainable growth, CPIL continues to deliver value across industries and stakeholders.

COAL SECTOR

Global Overview:

The global coal industry in FY 2024–25 witnessed a complex interplay of energy demand, climate policies, and geopolitical factors. According to the International Energy Agency (IEA), global coal demand reached a new high in 2024, driven by increased consumption in Asia and slower-than-expected transitions to renewable energy in some regions. However, the IEA projects that coal demand will plateau through 2027 due to aggressive renewable energy deployment and climate commitments. The World Bank also notes a medium-term decline in coal prices and demand, reflecting a reshaping of global energy trade.⁶



Indian Perspective:

India remains one of the world's largest coal producers and consumers. In FY 2024–25, domestic coal production reached 1,047.67 million tonnes (MT), a 4.99% increase over the previous year. Coal India Limited (CIL) contributed 781.07 MT, while commercial and captive mines produced 197.50 MT, marking a 28.11% rise. Dispatches rose to 1,024.99 MT, and coal imports declined significantly, saving ₹42,000 crore in foreign exchange.

To support clean energy goals, the government approved a 8,500 crore incentive scheme for coal gasification projects, with joint ventures like CIL-BHEL and CIL-GAIL already underway.

Looking ahead to FY 2025–26, the sector targets 1,150 MT in production and aims to reach 1.5 billion tonnes by 2030, alongside plans to add 30,000 MW of new coal-fired capacity to meet rising energy demand. These efforts are complemented by policy reforms, digital platforms, and a Just Transition framework to support coal-dependent communities and ensure sustainable growth.⁷

{⁵Source: Reserve Bank of India (RBI), Ministry of Statistics and Programme Implementation (MoSPI)}

(⁶Source:iea.org,blogs.worldbank.org)

(⁷Source:Ministry of Coal, PIB, CEA)

Company Status:

The company has focused on trading in Imported Coal and its efforts yielded tremendous results and despite of pandemic hit economy, out of total revenue of Rs. 99,426.36 Lakhs, company has generated revenue of Rs. 67,688.73 Lakhs for the financial year 2024-2025 i.e. 68.07% of revenue from coal segment has been attributed towards the total revenue of the company. The Company has gained momentum and is very optimistic to maintain the growth trajectory in the Coal segment and continues to perform well and exploit the available opportunities by effectively utilizing its resources.

AGRICULTURE SECTOR

Global Overview:

Globally, agriculture in FY 2024–25 faced challenges from climate change, labor shortages, and supply chain disruptions. The FAO reported moderate growth in global agricultural output, with increased mechanization and digital technologies improving productivity. However, extreme weather events and geopolitical tensions affected food security and trade flows. The global push for sustainable farming practices and climate-resilient crops gained momentum, supported by international funding and policy frameworks.⁸

Indian Perspective:

India's agriculture sector grew by 3.8% in FY 2024–25, up from 1.4% the previous year. The government allocated ₹1,41,352 crore (RE) to the Ministry of Agriculture and Farmers' Welfare, with 92% directed toward farmer welfare schemes such as PM-KISAN, Crop Insurance, and RKVY. For FY 2025–26, the budget is ₹1,37,757 crore (BE), introducing new initiatives like PM Dhan Dhaanya Krishi Yojana, Mission for Aatmanirbharta in Pulses, and the Seed Mission.

The ministry comprises two departments: one focused on welfare schemes and the other on agricultural research and education. Labor shortages remain a major challenge due to rural-to-urban migration, an aging workforce, seasonal employment, low wages, and a skill gap. Mechanization and technology adoption are central to improving productivity, though affordability and access remain barriers. A new company division aims to address these issues by offering services that leverage both imported and locally manufactured machinery to reduce manual dependency and enhance farm efficiency.⁹

Company Status:

Company has generated revenue of Rs. 15.96 Lakh from its Agro division (Hiring of AgroEquipments) during the year under review. During the year, the Company has not done any work regarding Agro Products. Hope, with the use of the new and innovative technology & Hi-tech agro machinery/equipment's will enlarge our business scale in agro sector during the upcoming years.

Global Overview:

In FY 2024–25, the global metal scrap industry saw strong demand due to rising steel production and sustainability goals. India stood out with a 6.2% growth in crude steel output, reaching 149.4 MT, while global production declined by 1%. The push toward circular economies and recycling boosted scrap utilization, especially in electric arc and induction furnaces. Sponge iron, a key input for these furnaces, continued to grow in demand, supported by India's abundant iron ore reserves and policy backing.



⁽⁸⁾Source:FAO.org,WorldBank Agriculture Outlook)

⁽⁹⁾Source: PRS Legislative Research – Union Budget 2025–26,Union Budget Documents – Ministry of Agriculture.)

Looking ahead to FY 2025–26, India's steel consumption is projected to rise by 9–10%, driven by infrastructure and construction. The government's Production-Linked Incentive (PLI) scheme and investments in specialty steel are expected to further increase scrap-based production. However, global metal demand may face headwinds due to recession risks and tariff uncertainties, potentially impacting pricing and trade flows. Despite this, India's domestic resilience and policy support position it as a key growth market for both scrap recycling and sponge iron production.¹⁰

Indian Perspective:

India produced 143.6 MT of crude steel and 138.5 MT of finished steel in FY 2024–25. The government launched PLI Scheme 1.1 for Specialty Steel with a Rs. 6,322 crore budget and imposed a 12% safeguard duty on flat steel imports. Investments in infrastructure and transport connectivity support the sector's growth. Steel prices averaged Rs. 53,500 per tonne, and the outlook remains positive with projected 8–10% volume CAGR from FY25 to FY27.¹¹

Company Status:

In order to diversify its business operations, the Company has, in recent years, entered into trading activities in newly identified segments, namely metal scrap and sponge iron. Out of total revenue of Rs. 99,426.36 Lakhs company has generated revenue of Rs. 31709.26 Lakhs for the financial year 2024-2025 i.e. 31.90% of revenue from Metal segment has been attributed towards the total revenue of the company. The Company has gained momentum and is very optimistic to maintain the growth trajectory in the Metal segment and continues to perform well and exploit the available opportunities by effectively utilizing its resources.

CORPORATE SOCIAL RESPONSIBILITY

Acting responsibly and giving back to society are integral to the way we conduct our business. We recognise that we must be an active contributor to enhancing the lives of our communities. It is also our ongoing commitment to share value where it has been created. We have been including our communities in our growth journey through a wide range of social interventions. As a responsible corporate citizen, we are actively initiating and / or participating in work that together make us the local lighthouse for the region which significantly improves the lives of the people where we operate and are present. It is our constant endeavour to address critical social, environmental and economic needs of the communities.



¹⁰(Source: J.P. Morgan – Metals Outlook 2025, IBEF – Steel Sector Infographic, Ministry of Steel – Monthly Economic Report March 2025)

¹¹(Source: IBEF.org, Ministry of Steel, Jefferies)

While there is currently no legal obligation for the Company to contribute towards Corporate Social Responsibility (CSR) under applicable laws, Chandra Prabhu International Ltd. voluntarily contributed Rs. 10 lakh during the financial year as part of its commitment to social welfare. This reflects the Company's values of responsible business conduct and its dedication to making a positive impact beyond statutory requirements.

FINANCIAL PERFORMANCE

During the year under review, the Financial Performance of the Company is as below:

Particulars	Numerator	Denominator	31.03.2025	31.03.2024	Variance	Reasons for Variance [where variance is more than 25%]
Current Ratio	Current Assets ¹	Current Liabilities ¹	1.16	1.41	-17.60%	-
Debt Equity Ratio	Total Debt ²	Shareholder's Equity ³	1.65	1.22	35.32%	Variance is due to increase in bank borrowings.
Debt Service Coverage Ratio	Earnings available for debt service ⁴	Debt Service ⁵	0.38	0.59	-36.47%	Variance is due to increase in debts .
Return on Equity Ratio	Net Profits after taxes	Avg Shareholder's Equity ⁶	4.91%	1.66%	195.88%	Variance due to increase in Profit
Inventory Turnover Ratio	Cost of Goods Sold ⁷	Average Inventory	37.45 Times	29.47 Times	27.11%	Variance due to reclassification of Rs 1720.98 lakhs of Inventory as Capital Assets.
Trade Receivable Turnover Ratio	Sales	Average Trade Receivable	18.38 Times	20.72 Times	-11.25%	-
Trade Payable Turnover Ratio	Purchase	Average Trade Payables	55.14 Times	48.53 Times	13.62%	-
Net Capital Turnover Ratio	Total Sales	Working Capital ⁸	66.16	22.60	192.80%	Variance due to increase in Sales
Net Profit Ratio	Net Profit	Total Sales	0.24%	0.09%	158.62%	Variance due to increase in Profits
Return on Capital employed	Earning before interest and taxes	Capital Employed ⁹	7.92%	6.21%	27.58%	Variance due to increase in earnings before tax
Return on investment	Income generated from Investment	Time weighted average investment	NA	NA	NA	

1. Current Assets & Current Liabilities as per Balance Sheet
2. Total Debt : Long Term Borrowings including (Current Maturities of Long Term Borrowings), Short term borrowings and interest accrued on debts
3. Shareholder equity includes sum of equity share capital and Reserve & Surplus.
4. Earning available for debt service = Net Profit after taxes + Depreciation + Interest Cost
Net profit after tax means reported amount of "Profit / (Loss) for the period" and it does not include items of other comprehensive income.
5. Debt service = Interest cost + Principal repayments
6. Average shareholders equity is (opening + closing)/2
7. Cost of goods sold includes purchase of stock in trade and change in inventories of stock in trade
8. Working Capital = Current Assets - Current Liabilities
9. Capital Employed = Tangible Net worth + Total Debt
where Tangible Net worth = Total Assets - Total Liabilities

DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements of the Company have been prepared to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. The management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the state of affairs, profits and cash flows for the year.

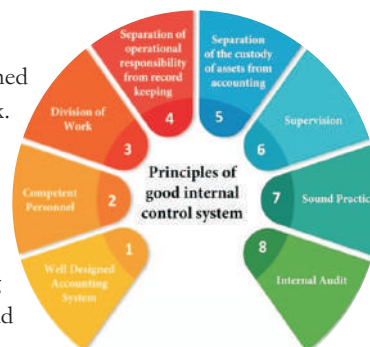
HUMAN RESOURCES

Human Resource Management at CPIL focuses on building a strong, respectful, and growth-oriented relationship between the company and its employees. The Company values its workforce as a key driver of success and fosters a safe, inclusive, and performance-driven culture. Through continuous learning, equal opportunities, and transparent policies, CPIL empowers employees to grow professionally while contributing meaningfully to organizational goals.



INTERNAL CONTROL FRAMEWORK

The Company has a robust internal control system supported by a well-defined organisational structure, documented policies, and a clear authority matrix. These ensure operational efficiency, regulatory compliance, and resource protection. Internal controls are aligned with the COSO framework and are regularly reviewed for effectiveness. Internal audits—both in-house and outsourced—are conducted based on risk assessments and are overseen by the Audit Committee. These audits evaluate the adequacy and operating effectiveness of controls across business processes, financial reporting, and compliance areas. Recommendations from audits lead to continuous improvements in systems and practices.



The Company also employs a Balanced Score Card approach for strategic alignment and performance monitoring. Overall, the internal control environment reflects the Company's commitment to high standards of governance and continuous enhancement of control mechanisms.

RISK MANAGEMENT FRAMEWORK

The Company places strong emphasis on risk management to safeguard the interests of its customers, employees, shareholders, and overall business continuity. Our risk management framework is aligned with industry best practices and is supported by a robust control environment that enables effective identification, assessment, and mitigation of risks.



Our team oversees key risk categories including credit, market, legal and regulatory, operational, liquidity, interest rate, cyber security, information technology, strategic, and economic risks. Through a structured risk management system, the Company conducts regular risk assessments and implements preventive measures to address emerging and complex risks.

A risk-aware culture is embedded across the organization, reinforced by well-defined standards, policies, procedures, and controls. All risk-related policies are reviewed and approved by the Board and its Committees, ensuring independent and comprehensive risk oversight across all business verticals. The Company remains committed to maintaining a resilient and proactive approach to risk, enabling sustainable and secure growth.

SWOT ANALYSIS

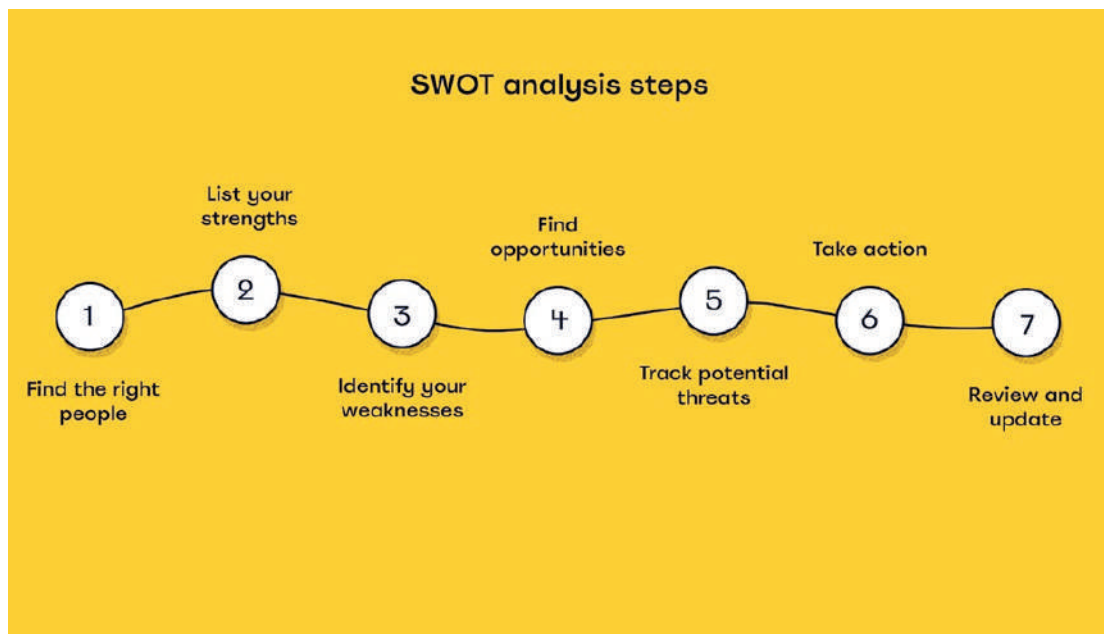
- Stable staff team (no turn-over) and good level of synergy within the team ; - More transversality, within WMFR's departments and working groups, through the creation of 2 "special advisors "positions ; - Attractiveness of WMFR with high level-partners Ability to carry out major projects ; - Early design and management of an innovative a quality approach	- Fragility of governance volunteering; - Lack of diversity (gender, ethnicity , etc.) among WMFR's stakeholders - Difficult communication on our mailing-lists
S STRENGTHS	W WEAKNESSES
- Additional human resources through a French programme called "Volontariat en service civique" ; - Audit reports allowing us to call for diversified and external funding ; - A "Reconnaissance d'Utilité Publique (RUP)" status made accessible (acknowledgement of public utility)	T THREATS - Lack of stability in the evaluation process of our activities - Financial insecurity (sources of funding); - Unreliability regarding volunteer involvement management (anticipation is difficult, involvement is in-constant);
O OPPORTUNITIES	

Strengths

- Highly skilled workforce through successful training and learning programs. Chandra Prabhu International Limited is investing its resources in training and development of its employees resulting in a workforce that is not only highly skilled but also motivated to achieve more.
- Strong distribution network – Over the years Chandra Prabhu International Limited has built a reliable distribution network that can reach majority of its potential market.
- Highly successful at Go to Market strategies for its products.
- Strong Free Cash Flow – Chandra Prabhu International Limited has strong free cash flows that provide resources in the hand of the company to expand into new projects.

Weakness

- Limited success outside core business – Even though **Chandra Prabhu International Limited** is one of the organizations in its industry, it has faced challenges in moving to other product segments with its present culture.
- Business and growth directly linked with the GDP growth of the country.



Opportunities

- Opening up of new markets because of government agreement – the adoption of new technology standard and government free trade agreement has provided Chandra Prabhu International Limited an opportunity to enter a new emerging market.
- Decreasing cost of transportation because of lower shipping prices can also bring down the cost of Chandra Prabhu International Limited's products thus providing an opportunity to the company - either to boost its profitability or pass on the benefits to the customers to gain market share.
- The market development will lead to dilution of competitor's advantage and enable Chandra Prabhu International Limited's to increase its competitiveness compare to the other competitors.

Threats

- Shortage of skilled workforce in certain market represents a threat to steady growth of profits for Chandra Prabhu International Limited in those markets.
- Intense competition – Stable profitability has increased the number of players in the industry over last two years which has put downward pressure on not only profitability but also on overall sales.

REPORT ON CORPORATE GOVERNANCE

The Corporate Governance Report, FY 2024-25, which forms a part of Board's Report, is prepared pursuant to SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of Regulation 34 read with Chapter IV and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") is given herein.



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. 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. We believe that sound corporate governance is critical in enhancing and retaining investor trust. It is a reflection of our culture, our policies, and our relationship with stakeholders and our commitment to values. Accordingly, we always seek to ensure that our performance is driven by integrity.

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 Directors.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, with regard to corporate governance.

2. A. 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. As on 31-03-2025, the Board of Directors of the Company consists of Six 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. All directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, governance, etc. and play a critical role on strategic issues and add value in the decision-making process of the Board of Directors.

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. As mandated by proviso under Regulation 17A(1) of the Listing Regulations as of March 31, 2025, none of the Independent Directors of the Company served as an Independent Director in more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025 have been made by the Directors. As on March 31, 2025, none of the Directors are related to each other except Mr. Gajraj Jain, Chairman Cum Managing Director who 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 there under. 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.

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, 2025 in respect of each Director is given herein below-

Name of Director	Category of Directorship	Attendance particulars			Other Directorships	No. of Share held	No. of Committee positions held in other public limited companies*	
		At Board Meetings held during 2024-2025		At AGM held on 20/09/2024 (though VC /OAVM)			Chairman	Member
		Held	Attended					
Chairman Cum Managing Director Mr. Gajraj Jain	Executive Director,Chairperson related to Promoter, MD	9	9	YES	1	-	0	0
Directors Mrs. Hemlata Jain	Woman Director Promoter & Non executive- Non Independent Director	9	9	YES	0	6070282	0	0
Mr. Jitendra Kumar Mishra	Non-Executive Independent Director	9	6	Yes	2	-	-	-
Mr. Tilak Raj Goyal	Non-Executive Independent Director	9	9	Yes	1	-	-	-
Mr. Punit Jain	Non-Executive Independent Director	9	9	Yes	0	-	-	-
Mr. Pradeep Kumar Goyal (appointed on 25-07-2024)	Non-Executive - Non Independent Director	9	4	No	1	-	-	-

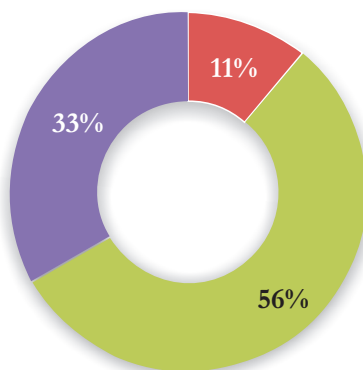
Note:-

- 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.
- The Memberships and Chairmanships of Directors in Committees do not include their Memberships and Chairmanships in the Company.
- Non-Executive Directors of the Company do not hold any shares except Mrs. Hemlata Jain.
- None of the above Directors are related inter-se except Ms. Hemlata Jain is the wife of Mr. Gajraj Jain.

- Mr. Gajraj Jain, Director in Katihar Flourmills Pvt Ltd.
- Mr. Jitendra Kumar Mishra, Director in Southwest Oilfield Services Private Limited and Ekam Leasing And Finance Co. Limited
- Mr. Tilak Raj Goyal, Director in **ESCV CONSULTANCY SERVICES** Private Limited.
- Mr. Pradeep Kumar Goyal, Director in AGPG Buildwell Private Limited.

Composition of Board of Director

■ Executive Director ■ Non Executive Director ■ Independent Director



Total Director-6

B. FAMILIARISATION PROGRAMME FOR BOARD MEMBERS INCLUDING INDEPENDENT DIRECTORS

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. At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the roles, functions, 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 cum 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 Independent directors are available on the Company's weblink viz., www.cpil.com.

C. 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 competency 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 coal, metal and agro 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	✓	✓	✓	✓	✓
Hemlata Jain	✓	✓		✓	✓
Tilak Raj Goyal	✓	✓	✓	✓	✓
Jitendra Kumar Mishra	✓	✓	✓	✓	✓
Punit Jain	✓	✓	✓	✓	✓
Pradeep Kumar Goyal	✓	✓	✓	✓	✓

D. CONFIRMATION REGARDING INDEPENDENCE OF DIRECTORS

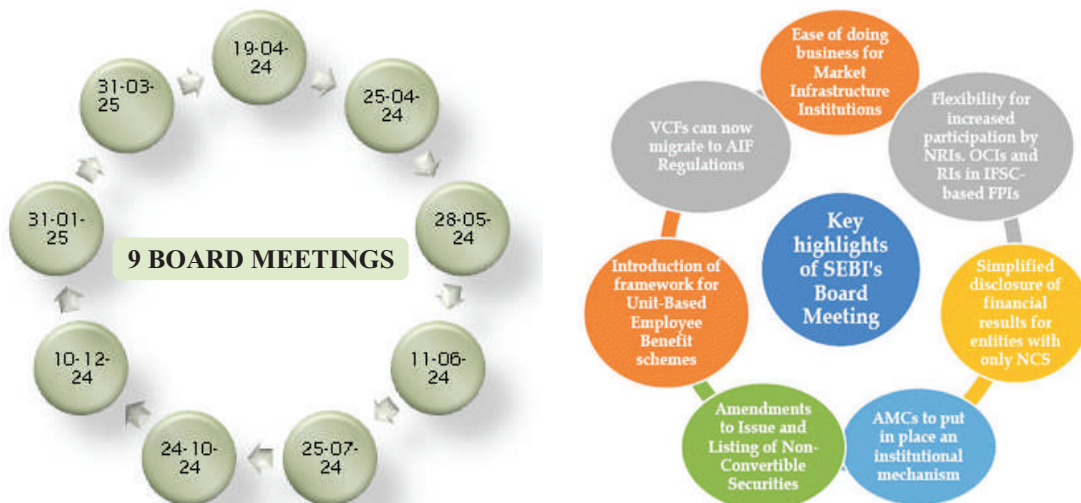
Independent Directors (IDs) are Non- Executive Directors (NED) as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the Listing Regulations, IDs have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties & fulfill the conditions specified in Listing Regulations and are independent of the Management & Company.

Based on the declarations received from the IDs, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the IDs of the Company have included their names in the data bank of IDs maintained with the Indian Institute of Corporate Affairs.

E. DETAILED REASON REGARDING RESIGNATION OF INDEPENDENT DIRECTOR

During the F.Y 2024-25, No Independent Director has resigned from the Company.

F. BOARD MEETING



The Board meets at least once in a quarter to review the Company's quarterly performance and Financial Results.

During the Financial year ended March 31, 2025, the Board met 9(Nine) times on 19th April, 2024, 25th April, 2024, 28th May, 2024, 11th June, 2024, 25th July, 2024, 24th October, 2024, 10th December, 2024, 31st January, 2025 and 31st March, 2025. The necessary quorum was present for all the meetings. The maximum gap between any two meetings was not more than one hundred and twenty days.

G. CHANGE IN BOARD COMPOSITION

During the F.Y 2024-25, Mrs. Hemlata Jain, who retired by rotation was re-appointed as Non Independent Women Director of the Company by the shareholders in the 39th AGM of the Company.

Further, Mr. Pradeep Goyal, who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive Non Independent) for the period of 5 years with effect from 25th July, 2024 was regularized in the 39th AGM of the Company as Non-executive Non- Independent Director and has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

H. SELECTION AND APPOINTMENT OF NEW DIRECTORS

The Board is responsible for the appointment of new directors. The Board has delegated the screening and selection process for new directors to the NRC. Considering the existing composition of the Board and requirement of new domain expertise, if any, the NRC reviews potential candidates. The assessment of candidates to the Board is based on a combination of criteria that include ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. For appointment of an Independent Director (ID), the NRC evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepares a description of the roles and capabilities required of an ID. The potential ID is also assessed on the basis of independence criteria defined in Section 149(6) of the Act read with rules framed there under and Regulation 16(1)(b) of the Listing Regulations. If the Board approves, the person is appointed as an Additional Director whose appointment is subject to the approval of the Members at the Company's general meeting.

I. REMUNERATION PAID OR PAYABLE TO DIRECTORS, KEY MANAGERIAL PERSONNEL(S) AND SENIOR MANAGEMENT PERSONNEL (s) (IN INR) : SITTING FEES, SALARY, PERQUISITES AND COMMISSION

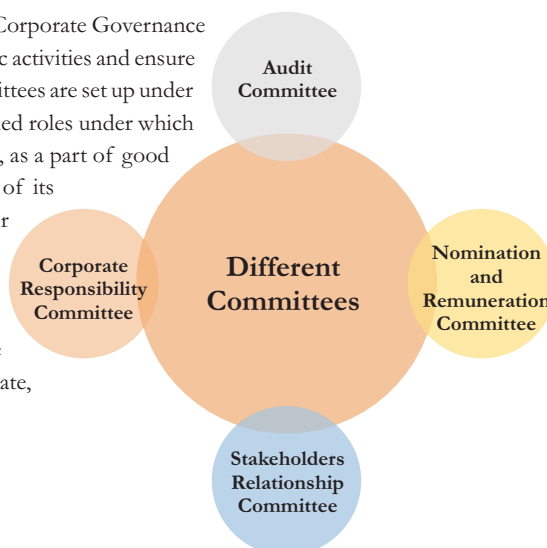
The Remuneration to Directors is given as per the provision of Companies Act, 2013, Listing Regulations, subject to approval of shareholders or any other authority as may be required. The details of the remuneration of Directors paid during the FY 2024-2025 and their relationships with each other is mentioned hereunder-

Name of Directors	Relationship with other Director	Sitting Fee	Commission on profits	Salary	Perquisites	Total
Mr. Gajraj Jain	Husband of Mrs. Hemlata Jain	-	-	-	-	
Mrs. Hemlata Jain	Wife of Mr. Gajraj Jain	-	-	-	-	
Mr. Jitendra Kumar Mishra	None	80,000	-	-	-	80,000
Mr. Tilak Raj Goyal	None	80,000	-	-	3,000	83,000
Mr. Punit Jain	None	-	-	-	-	
Mr. Pradeep Kumar Goyal (w.e.f. 25 th July 2024)	None	-	-	-	-	
Mr. Akash Jain (CEO)	Son of Mr. Gajraj Jain & Mrs. Hemlata Jain	-	-	-	-	
Mr. Amar Singh (CFO)	None			9,12,000		9,12,000
Mr. Atul Jain (COO)	None		-	12,00,000	-	12,00,000
Miss Komal (CS)	None			6,42,000		6,42,000

3. COMMITTEES OF THE BOARD

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of the diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles under which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose. The minutes of the meetings of all the Committees are placed before the Board for review. As on date, the Board has established the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee



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. 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.

At present, the Composition of the committee as follow:-

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

(B) Meeting / Attendance

During the financial year ended 31st March 2025, the Audit Committee of the company met Six times. The dates of the meetings were 19th April, 2024, 28th May, 2024, 11th June 2024, 25th July, 2024, 24th October 2024 and 31st January, 2025.

Attendance of Directors at committee meetings is shown below:

Name of the Director	Designation	Attendance at Committee Meeting	
		Held	Attended
Mr. Jitendra Kumar Mishra	Chairman	5	5
Mr. Tilak Raj Goyal	Member	5	5
Mr. Gajraj Jain	Member	5	5

The requisite quorum was present at all meetings.

The Company Secretary functions as the Secretary of the Committee.

The CFO assists the Committee in the discharge of its responsibilities. The Committee invites such employees or advisors as it considers appropriate to attend. The CFO, the head of internal audit and statutory auditors are generally invited to attend meetings unless the Committee considers otherwise. Quarterly Reports are provided to the members of the Committee on matters relating to the Code.

The Internal Auditors and Statutory Auditors of the Company discuss their audit findings and updates with the Committee and submit their views directly to the Committee. Separate discussions are held with the Internal Auditors to focus on compliance issues and to conduct detailed reviews of the processes and internal controls in the Company. The permissible non-audit related services undertaken by the Statutory Auditors are also preapproved by 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 39th Annual General Meeting of the Company held on September 20, 2024 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:-

- a) Review of financial reporting process.
- b) Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the board for approval.
- c) Evaluation of internal financial controls and risk management systems.
- d) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- e) Review and monitor the Auditor's independence, performance and effectiveness of audit process.
- f) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- g) Approving the appointment of the CFO.
- h) Scrutinize inter-corporate loans and investments.
- i) Approval/modification of the transactions with related parties.
- j) Oversight of the Company's Financial reporting process and the disclosure of its Financial information to ensure that the Financial statements are correct, sufficient and credible;
- k) Reviewing with the management, the quarterly Financial statements before submission to the Board for approval.

II. A. NOMINATION AND REMUNERATION COMMITTEE (NRC)

(A.) 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 which comprised of 3(Three) Non-Executive Directors. The terms of reference of NRC include the matters specified under Regulation 19 (4) the Listing Regulations as well as in Section 178 of the Act.

At Present the composition of the Committee is as follow:-

Name of Director	Designation
Mr. Jitendra Kumar Mishra	Chairman
Mrs. Hemlata Jain	Member
Mr. Tilak Raj Goyal	Member

(B) Meeting / Attendance

During the financial year ended 31st March, 2025 the Nomination and Remuneration Committee of the company met two times. The date of the meeting were 28th May 2024 and 25th July 2024.

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

Name of the Director	Designation	Attendance at Committee Meeting	
		Held	Attended
Mr. Jitendra Kumar Mishra	Chairman	2	2
Mr. Tilak Raj Goyal	Member	2	2
Mrs. Hemlata jain	Member	2	2

(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:

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

(F) Remuneration of Non Executive Directors:

Non Executive Directors of the company were not paid any remuneration during the year under review, however sitting fees, reimbursement of expenses for participation in the Board/ Committee meetings was paid to Independent Director. Details of the Sitting Fees paid for the year ended March 31, 2025 is as below:

NAME OF THE DIRECTOR	DESIGNATION	SITTING FEES (Paid) FY 2024-25
Mr. Jitendra Kumar Mishra	Non-Executive, Independent Director	80,000
Mr. Tilak Raj Goyal	Non-Executive, Independent Director	80,000

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. Jitendra Kumar Mishra, the Chairman of the NRC has attended the Annual General Meeting of the Company held on September 20, 2024, 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.

(G) 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 board composition & quality, commitment to the Company's vision, level of participation at Board/Committee Meeting, level of engagement and contribution, Independence of judgment, understanding duties, responsibilities, qualifications, disqualifications and liabilities as an independent director, up-to-date knowledge / information pertaining to business of the Company in which the Company is engaged in implementation of good corporate governance practices, enhancing long term shareholders' value, professional approach, openness to ideas, providing guidance and counsel to senior management in strategic matters and rendering independent and unbiased opinion at the meetings etc., monitoring the company's internal controls & review compliance Reports on applicable laws, regulations and guidelines.

III. STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

(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.

At present, the Composition of the Committee as follows:

Name of Director	Designation
Mr. Jitendra Kumar Mishra	Chairman
Mrs. Hemlata Jain	Member
Mr. Gajraj Jain	Member

(B) Meeting / Attendance

The Stakeholders Relationship committee met on 24th October, 2024 to redress the grievances of the security holders of the Company. All the members of the committee were present in these meetings.

Name of the Director	Designation	Attendance at Committee Meeting	
		Held	Attended
Mr. Jitendra Kumar Mishra	Chairman	1	1
Mrs Hemlata Jain	Member	1	1
Mr. Gajraj Jain	Member	1	1

(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 Requirements) 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.
- Approval of issue of duplicate certificates for securities and transmission of securities.
- All other matters related to shares/debentures.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

The Shareholders grievance committee met during **financial year 2024-2025** to monitor the grievances of the security holders of the Company. The required quorum were present in the meeting.

Continuous efforts are made to ensure that grievances are more expeditiously redressed. SEBI Complaints Redress System (SCORES) SEBI administers a centralized web-based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of online redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES within the stipulated period of receipt of the complaint. All requests received for Share Transfer during the year were given effect within stipulated time.

Name, designation and address of Compliance Officer:

Mr. Deepak Raj Singh
Company Secretary & Compliance Officer
Chandra Prabhu International Limited
522, Fifth Floor, DLF Galleria Commercial Complex,
DLF City Phase IV, Gurugram, Haryana, 122009

Stakeholders Grievance Redressal:

During the year ended March 31, 2025, No Shareholders' Complaints were received. There were no outstanding complaints at the end of the year.

The details of shareholders complaints are as follows:-

Number of shareholders complaints received	Number of shareholders complaints resolved	Number of shareholders complaints pending
NIL	NIL	NIL

IV. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

(A) The Corporate Social Responsibility (CSR) Committee has been constituted in line with the provisions of Section 135 of the Act and the rules as amended made there under.

The Composition of the Committee as follow:

Name of Director	Designation
Mr. Gajraj Jain	Chairman
Mrs Hemlata Jain	Member
Mr. Jitendra Kumar Mishra	Member

The Company Secretary of the Company acts as the Secretary of the Committee.

(B) Meeting / Attendance

The CSR committee met on 28th May, 2024. All the members of the committee were present in these meetings.

Name of the Director	Designation	Attendance at Committee Meeting	
		Held	Attended
Mr. Gajraj Jain	Chairman	1	1
Mrs Hemlata Jain	Member	1	1
Mr. Jitendra Kumar Mishra	Member	1	1

(C) Terms of reference

The terms of reference of the CSR Committee broadly comprises of:

1. Formulating and recommending to the Board of Directors the CSR Policy and monitoring the same from time to time.
2. The Committee will review and evaluate the sustainability agenda, suggest modifications, discuss and recommend action plan to take the CSR activities forward.
3. CSR Committee will monitor& recommend the spend on CSR activities by the Company as well as ensure that the Company spends at least the minimum sum as may be prescribed from time to time pursuant to the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 or such higher sum as may be decided by the Board of Directors of the Company.
4. Monitor the CSR Policy

(D) CSR POLICY

The Company has adopted a CSR policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy, including overview of projects or programs proposed to be undertaken, is provided on the Company's website at www.cpil.com.

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, 2025.

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

Meeting / Attendance

During the financial year ended 31st March, 2025 the Independent Directors meeting of the company met onetime. The date of the meeting was 31st January, 2025.

The Attendance of the Independent Directors meeting is as follows:-

Name of the Director	Designation	Attendance at Meeting	
		Held	Attended
Mr. Jitendra Kumar Mishra	Independent Director	1	1
Mr. Tilak Raj Goyal	Independent Director	1	1
Mr. Punit Jain	Independent Director	1	1

5. DETAILS ON GENERAL BODY MEETINGS

(A) 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	2023-24	September 20, 2024	Meeting held by way of Video Conferencing/ Other Audio – Visual means (OVAM)	11:30 AM	- Appointment of Mr. Pradeep Goyal (DIN: 03568525) as Non-Executive Non Independent Director of the company - Shifting of registered office of the company from the State of National Capital Territory of Delhi to the State of Haryana - Alteration/Addition of Object in the Object Clause of the Memorandum of Association of the Company
2	2022-23	September 25, 2023	Meeting held by way of Video Conferencing/ Other Audio – Visual means (OVAM)	11:30 AM	- Continuation of Mr. Gajraj Jain (DIN 00049199) as the chairman cum Managing Director upon attaining age of Seventy years. - Re-Appointment of Mr. Jitendra Kumar Mishra (DIN: 07983426) as an Independent Director of the company. - To increase the Borrowing Limit of the Company U/S 180(1)(C) Of the Companies Act, 2013. - To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of - Mortgage or charge on the assets, properties or undertaking(s) of the Company. - To approve the threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013
3	2021-22	September 30, 2022	Meeting held by way of Video Conferencing/ Other Audio – Visual means (OVAM)	11:30 AM	- Appointment of Mr. Punit Jain (DIN:0004327) as an Independent Director of the Company - Appointment of Mr. Pradeep Kumar Goyal (03568525) as Non Executive Non Independent Director of the Company

(B) **Extra-Ordinary General Meeting:-** No Extraordinary General Meeting of the Members was held during FY24-25.

(c) **Details of the meeting convened in pursuance of the order passed by the National Company Law Tribunal (NCLT):** Not applicable

(D) **Postal Ballot :-**

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

Procedure of Postal Ballot:

- 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:

(a) Annual Report containing financial statements, 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. The Annual Report is also available on the website of the company at www.cpil.com.

(i) WEBSITE

The Company's website www.cpil.com contains an exclusive head "Investor" where shareholder information is available. Quarterly and Annual Financial results, annual report, notice of AGM, Shareholding Pattern, Corporate Governance report etc. are also available on the website.

ii) ANNUAL REPORT & GREEN INITIATIVE

Annual Report for FY 2023-24 containing inter alia, Audited Financial Statements, Boards' Report, Management Discussion and Analysis and Corporate Governance Report etc. was sent to all Members via email to all shareholders who have provided their email addresses. Annual Reports are also hosted on the website of the Company at www.cpil.com. The Company also provides live webcast facility of its AGM in co-ordination with NSDL. The Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. However, Members desiring a physical copy of the Annual Report for FY 2024-25, may either write to us or email us on cs@cpil.com, to enable the Company to dispatch a copy of the same. Please include details of Folio No./DP ID and Client ID and holding details in the said communication.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in Demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

(b) FINANCIAL RESULTS: Quarterly financial results are announced within 45 (forty- five) days from the end of the quarter and annual audited results are announced within 60 (sixty) days from the end of the financial year as per Regulations 33 of the Listing Regulations and are published in the newspapers in accordance with Regulation 47 of the Listing Regulations. Quarterly financial results are announced to Stock Exchanges within the prescribed timeline under the listing regulations from the closure of the Board meeting at which these are considered and approved.

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) **PRESS RELEASE:** 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.

(d) **EMAIL COMMUNICATION:** As permitted under Section 20 and 136 of the Act read with Companies (Accounts) Rules, 2014 during the year under review, the Company sent various communications, such as notice calling the general meeting, audited financial statements including Board's report, Tax Deducted at Source intimation, credit of dividend intimation letters, etc. in electronic form at the email IDs provided by the Members and made available by them to the Company through the depository participants.

Shareholders who haven't registered their email addresses are requested to do so for receiving communications from the Company. Shareholders who are holding shares in a physical form can update their email addresses by writing a letter to the Company/RTA under the signature of the first named Shareholders who are holding shares in a demat form can do so by contacting their Depository Participant.

(e) **EXTENSIBLE BUSINESS REPORTING LANGUAGE (XBRL)** is a standardized and structured way of communicating business and financial data in an electronic form. XBRL provides a language containing various definitions (tags) which uniquely represent the contents of each piece of financial statements or other kinds of compliance and business reports. BSE provide XBRL based compliance reporting featuring identical and homogeneous compliance data structures between Stock Exchanges and MCA. XBRL filings are done on the BSE online portal.

(f) The Company has not displayed any official news released during the year under review except as required by the SEBI (LODR) Regulations, 2015 as mentioned above. During the year under review, the Company has not made any presentations to Institutional investors or to the Analysts.

7. GENERAL SHAREHOLDER INFORMATION:

I	Date, Time & Venue of AGM	The forthcoming 40th Annual General Meeting of your Company will be held on Wednesday, the 10 th September, 2025 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, 2025 to March 31, 2026
	First Quarter Results	By First week of August, 2025
	Second Quarter Results	By Last week of October, 2025

	Third Quarter Results	By First week of February, 2026
	Fourth Quarter & Annual Year Ended March, 31, 2026	By 3 rd Week of May, 2026
III	Book Closure	The register of Member will remain closed for transfer from 3rd Day of September, 2025 (Wednesday) till 10th Day of September, 2024 (Wednesday).
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). The Company has paid the requisite Annual Listing and Custodial Fees to the Stock Exchanges and Depositories viz. CDSL and NSDL, respectively for the financial years 2023-24 and 2024-25.
V	Stock Code	530309(BSE)
	ISIN No.(Demat No.) NSDL & CDSL	INE368D01025
	Corporate Identity Number (CIN):	L51909HR1984PLC133745
VI	Registrar and Share Transfer Agents:	<i>Alankit Assignment Ltd.</i> 4E/2, Jhandewalan Extension, New Delhi- 110055 Ph: 011- 42541234/23541234 Fax: 011- 23552001 E-mail: info@alankit.com Website: www.alankit.com
VII	Dividend Payment Date (for the financial year 2024-25)	During the F.Y 2024-25, No dividend has been recommended by the board of directors.
VIII	Bank details for Electronic Shareholding	Members are requested to notify their Depository Participant (DP) about the changes in bank details. Members are requested to furnish complete details of their bank account, including the MICR codes of their bank.
IX	Payment of Depository Fees	Annual custody / Issuer fee for the year 2024-25 and 2025-26 has been paid by the Company to CDSL & NSDL.

XII. Disclosure for securities that are suspended from trading: None of the securities of the Company were suspended from trading during the FY 2024-2025.

XIII. 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.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.cpil.com and on the website of the Company's RTA at www.alankit.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

In terms of amendments to Regulation 40 of Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form has been stopped by SEBI. SEBI has given the following clarifications:

1. The above decision does not prohibit the investor from holding the shares in physical form; investor has the option of holding shares in physical form even after April 01, 2019.
2. Any investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized. The above decision by SEBI is not applicable for demat of shares, transmission (i.e. transfer of title of shares by way of inheritance/succession and transposition (i.e. re-arrangement/interchanging of the order of name of shareholders) cases.

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.

(XIII) SHARE CAPITAL AUDIT

The Share Capital Audit as required under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, read with SEBI Circular No. D&CC/FIT C/Cir-16/2002 dated December 31, 2002 and SEBI Circular No. CIR/MRD/DP/30/2010, a Company Secretary in practice carried out a quarterly Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit report confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL). The Audit report is disseminated to the Stock Exchanges on quarterly basis and is also available on our website

(XIV) DISTRIBUTION OF SHARE HOLDING :

(A) Distribution of Share holding as on 31st March, 2025

No. of Shares held	Shareholders		No. of Shares	
	Number	% to Total	Number	% to Total
1-5000	7405	96.65	3921194	21.21
5001 -10000	136	1.78	1002903	5.42
10001 -20000	66	0.86	903540	4.89
20001 -30000	25	0.33	621839	3.36
30001 -40000	9	0.12	306781	1.66
40001 -50000	2	0.03	90601	0.49
50001 -100000	6	0.08	373361	2.02
100001 -9999999999	13	0.17	11269781	60.95
Total	7662	100.00	18490000	100.00

(B) Shareholding Pattern as on 31st March, 2025 :

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.

Categories	No. of Shares	% of Shareholding
Indian Promoters	1,00,47,526	54.34
Persons Acting in Concert		
Institutional Investors	0	0
Corporate Bodies	1,35,354	0.73
Indian Public	81,80,262	44.24
Non Resident Indians.	53,014	0.29
Clearing Members	73,844	0.40
Total	1,84,90,000	100.00

(XV) 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 INE368D01025.

The status of dematerialization as on 31st March, 2025 is as under:

Mode	No. of Share	%
Dematerialization Form CDSL		
NSDL	5319154	28.77
	12897871	69.76
Sub Total	18217025	98.52
Physical	272975	1.48
Total	18490000	100

As on 31st March, 2025, **18217025 Equity Shares** of the Company have been dematerialized representing **98.52%** of the total Paid up Equity Share Capital.

(XVI) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2025, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

(XVII) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is not required to be given.

(XVIII) Plant Location: Not Applicable**(XIX) Address for correspondence :** Shareholder Correspondence may be addressed to:

<u>Registered Office & Corporate Office:</u> Chandra Prabhu International Ltd. 522, 5th Floor, DLF Galleria Commercial Complex, DLF City Phase IV, Gurugram, Haryana-122009 <u>Email:</u> info@cpil.com , cs@cpil.com Phone: +91-124-44754936	OR	<u>Registrar & Transfer Agent :</u> Alankit Assignment Ltd. 4E/2, Jhandewalan Extension, New Delhi- 110 055 <u>Phone No.:</u> 011-42541234/23541234 <u>E-mail:</u> info@alankit.com
---	----	--

(XXX) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad : Not Applicable

(XXXI) DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF LISTING REGULATIONS

As required under Regulation 36(3) of Listing Regulations, particulars of Director/s seeking reappointment are given in the Explanatory Statement annexed to the Notice of the 40th AGM to be held on 10th September, 2025.

The Company has formulated and implemented a comprehensive Code of Conduct for the Board of Directors and Senior and Senior Management of the Company. This code is a comprehensive code applicable to Executive as well as Non-Executive Directors and Members of the Senior Management. A copy of the Code has been hosted on the Company's website i.e www.cpil.com. The necessary declaration by the MD/CEO as required under Regulation 34(3) read with Schedule V (D) of the Listing Regulations regarding adherence to the Code of Conduct has been obtained for FY 2024-25 and a declaration to this effect for part of the report. All the board members and senior management personnel have affirmed compliance with the code for the financial year ended 31st March, 2025. The Code of Ethics is aimed at maintaining the professional and ethical standards in the functioning of the Company

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations including other applicable mandatory requirements. The Corporate Governance Report of the Company for the Financial Year ended on 31 March 2025 is in compliance with the applicable requirements of SEBI as per Listing Regulations.

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 information 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 which can be access at the website of the company at www.cpil.com.



The policy can be Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. Certain transactions, which were repetitive in nature, were approved through omnibus route.

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.

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 Practicing Company Secretary to this effect and the same are annexed to the Board's Report.

V. DISCLOSURE OF ACCOUNTING TREATMENT

The company has followed the Indian Accounting standards (IND-AS) specified under Section 133 of the Companies Act 2013 in the preparation of the financial statements. The significant accounting policies which are consistently applied are set out in the Notes to 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.

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-7 as available on the website of the Company i.e. www.cpil.com.

INTER SE RELATIONSHIPS BETWEEN DIRECTORS

There has been no inter se relationship between directors during the Financial Year 2024-25 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 familiarization 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

DETAILS REGARDING SEXUAL HARASSMENT OF WOMAN AT WORKPLACE

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the aforesaid Act, and the rules framed there under, including constitution of the Internal Complaints Committee. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the same is available on the Company's website at www.cpil.com. All employees (permanent, contractual, temporary and trainees, etc.) are covered under this Policy. Status of complaints as on March 31, 2025:

Number of complaints received	Number of shareholders complaints resolved	Number of shareholders complaints pending
NIL	NIL	NIL

DETAILS REGARDING UNCLAIMED AMOUNT OF DIVIDEND

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as 'IEPF Rules') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF) maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed in respect of dividends declared upto the financial year ended March 31, 2014 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the Company's website at www.cpil.com and on the website of MCA at <http://www.iepf.gov.in/>.

RECOMMENDATIONS OF COMMITTEES OF THE BOARD

There were no instances during the financial year 2024-25, wherein the Board had not accepted recommendations made by any committee of the Board.

DETAILS REGARDING MATERIAL SUBSIDIARY AND POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

The Company does not have any material listed/ unlisted subsidiary companies as defined in Regulation 24 (1) of Listing Regulations. However, 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 & DISCLOSURE REGARDING RELATED PARTY TRANSACTION

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy regarding related party transaction and has made the disclosure regarding related party transaction to the Stock Exchange. The details of which is available on the website of the Company at www.cpil.com

DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF THE COMPANY AT LARGE :

There are no materially significant transactions with the related parties that had potential conflict with the interest of the Company. Transactions with related parties as per applicable Indian Accounting Standard have been disclosed in the notes forming part of the Financial Statement.

The Policy on related party transactions, which provides the criteria for determining the materiality of related party transactions and also the manner of dealing with related party transactions, adopted by the Board in accordance with the provisions of Regulation 23(1) of the Listing Regulations, has been uploaded on the website of the Company, accessible at www.cpil.com.

POLICY FOR PRESERVATION OF DOCUMENTS

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The company has adopted a policy for preservation of documents and the same is available on the company's website at www.cpil.com

DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT':

During the FY 2024-25, the Company has not given any 'Loans and Advances' in the nature of loan to Firms/Companies in which Directors are interested.

AS PER THE DISCLOSURES RECEIVED FROM SENIOR MANAGEMENT PERSONNEL, THEY HAVE NOT ENTERED INTO ANY FINANCIAL OR COMMERCIAL TRANSACTIONS WHICH MAY HAVE A POTENTIAL CONFLICT WITH INTERESTS OF THE COMPANY AT LARGE.**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 IV.

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 V.

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 VI.

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	Amount (In Rupees)
Statutory Audit Fees	3,50,000
Tax Audit Fees	1,50,000
Limited Review	60,000
Other Services	32,000
Total	5,92,000

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 2024-25 does not contain any audit qualification. The Company's audited Financial Statements are accompanied with unmodified opinion from Statutory Auditor of the Company.

E-VOTING

E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of companies. The Company will also have the e-Voting facility for the items to be transacted at this AGM. The MCA has authorised NSDL and CDSL for setting up electronic platform to facilitate casting of votes in electronic form. The Company has entered into agreements with NSDL for availing e-Voting facilities.



DISCLOSURE REGARDING SUSPENSE ESCROW DEMAT ACCOUNT

As per Regulation 40 of the Listing Regulations, as amended, the Company has stopped accepting any share transfer requests for shares held in physical form. As mandated by SEBI, the RTA has effective 25th January, 2022, issued shares in demat form only after processing the requests received in prescribed form for issue of duplicate certificate, transmission, transposition, renewal/exchange of share certificate, endorsement, sub-division/splitting of certificate, consolidation of certificates, etc. by issuing a Letter of Confirmation (LOC) to the concerned shareholder(s) for submission to their respective DP within 120 days from the date of issue of LOC for dematerialization of shares. For cases where the shareholder failed to submit the LOC to their DP within the aforesaid period, the RTA has credited the shares to Suspense Escrow Demat Account (SEDA) of the Company.

Pursuant to the said requirement and with reference to the SEBI Circular dated December 30, 2022, the company has opened the said Suspense Escrow Demat Account with its RTA i.e M/s Alankit Assignments Limited.

As per regulation 34(3) read with Schedule V of the Listing Regulations, no shares of the Company is lying in the suspense account.

PARTICULARS REGARDING SENIOR MANAGEMENT

Mr. Akash Jain as CEO & Mr. Atul Jain as COO of the Company has resigned from their respective positions in the Company from 7th July, 2025.

DISCLOSURE REGARDING AGREEMENT MENTIONED IN CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

During the year under Review, no person as prescribed under Clause 5A of Paragraph A of Part A of Schedule III Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 has entered into an agreement that is binding on 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.
- ✓ Folio Nos./DP ID/Client ID should not be disclosed to any unknown persons. Signed delivery instruction slips should not be given to any unknown persons.

Norms for furnishing of PAN, KYC, Bank details and Nomination

SEBI vide circular dated June 10, 2024 read with earlier circular dated March 16, 2023 and November 3, 2021, has mandated listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents (i.e. PAN, KYC, Bank details and Nomination) are not available with us, on or after October 01, 2023, shall be frozen as per the aforesaid SEBI circular. The forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website at www.cpil.com. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has sent a letter/intimation to the Members holding shares in physical form in relation to the aforesaid on May 17, 2023. In respect of Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their respective Depository Participants.

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 adherence to code of conduct and applicable Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. The Company Secretary acts as the Secretary to all the Committees of the Board constituted under the Companies Act, Companies Act, 2013. He is also designated as a Compliance Officer.



Declaration-Code of Conduct

In accordance with the regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of CPIL has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the website of the company at www.cpil.com. All the Board members and senior management personnel for the financial year ended 31st March, 2025 affirmed compliance with the code of conduct laid down by the Board of Directors for them.

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

Gajraj Jain
Chairman Cum Managing Director
DIN:00049199

Amar Singh
CFO

Date : August 08, 2025

Place : Gurugram

Corporate Identification Number : L51909HR1984PLC133745

Registered Office: 522, 5th Floor, DLF Galleria Commercial Complex,
DLF City Phase IV, Gurugram, Haryana, 122009

Phone: +91-124-44754936

Email: info@cpil.com, cs@cpil.com

Website: www.cpil.com.

ANNEXURE-IV**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, 2025, 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) To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2025 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 we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We further certify that we have indicated to the auditors and the Audit committee:
 - (i) There have been no significant changes in internal control over financial reporting during the year;
 - (ii) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Chandra Prabhu International Limited**Amar Singh**
(Chief Financial Officer)**Gajraj Jain**
(Chairman Cum Managing Director)
DIN:-00049199**Place:** Gurugram**Date:** August 08, 2025

ANNEXURE-V**CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members

Chandra Prabhu International Ltd.

522, Galleria Tower, 5th Floor, DLF City Phase-IV,
Gurugram, Haryana, 122009

Practicing Company Secretary's Certificate on compliance with the conditions of Corporate Governance as per Chapter IV pursuant to Regulation 34(3) and Schedule V Para E of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined the compliance of Corporate Governance by M/s. Chandra Prabhu International Limited (the Company) for the year ended on March 31, 2025 as stipulated in :-

Regulations 17 to 27 and clauses (b) to (i) and (t) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period April 1, 2024 to March 31, 2025.

Management Responsibility for compliance with the conditions of Listing Regulations

1. The Management along with the Board of Directors is responsible for ensuring that the Company complies with the requirements of the Listing Regulations and for providing all relevant information to the Securities and Exchange Board of India.
2. The preparation of the accompanying Corporate Governance Report is the responsibility of the Management of the Company including the Board of Directors. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Report, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

PCS Responsibility

3. Pursuant to the requirements of Clause E of Schedule V to the Listing Regulations, it is our responsibility to obtain reasonable assurance and form an opinion as to whether the Company complies with the conditions of Corporate Governance.
4. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

5. In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in Listing Regulations as applicable during the year ended on March 31, 2025.

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.

Restriction on Use

6. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

FOR KKS & ASSOCIATES

Krishna Kumar Singh
Practicing Company Secretary
Membership No. : F8493
COP No. : 9760
Peer Review: 2105/2022

DATE: August 01, 2025**PLACE: Gurugram****UDIN: F008493G000915245**

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

To,
The Members,
Chandra Prabhu International Limited
522, Galleria Tower, 5th Floor, DLF City Phase-IV,
Gurugram, Haryana, 122009

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of M/s. Chandra Prabhu International Limited having CIN: L51909HR1984PLC133745 and having registered office at 522, 5th 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 Obligations 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, 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, 2025 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	Date of Appointment
1.	Mr.Gajraj Jain	00049199	Chairman Cum Managing Director	17/04/2017
2.	Mrs.Hemlata Jain	00049212	Woman Director	11/08/2017
3.	Mr.Jitendra Kumar Mishra	07983426	Independent Director	14/08/2018
4.	Mr.Tilak Raj Goyal	00403414	Independent Director	25/06/2021
5.	Mr.Punit Jain	00004327	Independent Director	01/09/2022
6.	Mr. Pradeep Kumar Goyal *	03568525	Non Executive Non Independent Director	25/07/2024

Mr. Pradeep Kumar Goyal was appointed as Non Executive Non Independent director of the company w.e.f 25th July 2024

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
Peer Review: 2105/2022

UDIN: F008493G000915300**DATE: August 01, 2025****PLACE: Gurugram**

FINANCIAL
STATEMENT

J P S & CO

Chartered Accountants

Firm Registration No. 004086N



A-430, LGF, Defence Colony,

New Delhi - 110024

Mob. 9810006110

e-mail : jcverma1412@yahoo.co.in

PAN: AADFJ1745L

GSTIN: 07AADFJ1745L1Z9

Independent Auditor's Report

TO THE MEMBERS OF CHANDRA PRABHU INTERNATIONAL LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Chandra Prabu International Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, 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, 2025, and its 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 ethical 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 obtained by us 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.

Information Other than the 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 Ind AS and other accounting principles generally accepted in India. 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, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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, 2020 ("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, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 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 B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 has been paid by the Company to its directors during the year.
 - 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.

- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend has been declared or paid by the Company during the financial year.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of performing our procedures, we did not notice any instance of audit trail feature being tampered with in cases where the audit trail feature was enabled or audit trail not preserved by the Company as per the statutory requirements for record retention.

For J P S& CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210
UDIN:25083210BMHEOP5986

Place : Gurugram
Dated : 29th May 2025

Annexure "A" to the Independent Auditors' Report

Report on Companies (Auditor's Report) order, 2020 ('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')

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

i. Property, Plant and Equipment and Intangible Assets:

- The company has maintained proper records showing full particulars including quantitative details and situation of Property Plant and Equipment.
- The company has no intangible assets; hence this clause is not applicable.
- The company has a program of physical verification of Property Plant and Equipment to cover all the assets in a phased program of once in three years which in our opinion is reasonable with regard to size of the company and nature of its assets. Pursuant to the program, a portion of the property, plant and equipment's were physically verified by the management during the year. According to the information and explanation given to us, no significant material discrepancies between the book records and such physical verification have been noticed on such verification.
- Based on our examination of the registered sale deed / conveyance deed provided to us we report that, the title in respect of immovable property is disclosed in the financial statement included under Property, plant and equipment are held in the name of the company as at Balance Sheet date.
- The company has not revalued any of its property, plant and equipment / intangible assets during the year.
- No proceeding has been initiated during the year or are pending against the company as at 31st March, 2025 for holding any Benami property under the Benami Transactions (Prohibitions) Act, 1988 (as amended in 2016) and Rules made thereunder.

ii. Inventory:

- As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory was noticed on physical verification of stocks by the management as compared to book records.
- The Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate during the year from Bank on the basis of security of current assets. Monthly statements have been submitted to the Bank and the details of the differences between the books of account and statements submitted to the Bank at the end of each quarter are given in Note No. 41 to Financial statement.

iii. Loans, Guarantee and Advances given:

- According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.

iv. Loans, Guarantee and Advances to Director of Company:

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.

v. Deposits:

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.

vi. Maintenance of costing records:

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.

vii. Deposit of statutory liabilities:

- 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, the company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, sales-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 to it. According to it there are no undisputed amounts payable in respect of Goods and Service Tax, income tax, sales tax, service tax, duty of excise, duty of custom and other material statutory dues was in arrears as on 31st March 2025 for a period of more than six months from the date they became payable.
- According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where Dispute is pending
Sales Tax Act and VAT Laws	Sales Tax	17,74,874	F.Y 12-13	Appellate Authority up to Commissioner Level

viii. Surrendered or disclosed as income in the tax assessments:

According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. Default in repayment of borrowings:

- In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

- According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender.
- In our opinion and according to the information and explanations given to us, money raised by way of term loans was applied for the purposes for which these were obtained.
- In our opinion and according to the information and explanations given by the management, funds raised on short term basis prima facie have not been utilized for long-term purposes.
- In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures,
- In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. Funds raised and utilization:

- The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year, hence reporting under clause 3(x)(a) of the Order is not applicable.
- The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

xi. Fraud and whistle-blower complaints:

- According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year.
- No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.

xii. Nidhi Company:

The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.

xiii. Related Party Transactions:

According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.

xiv. Internal Audit:

The company does have an internal audit system commensurate with the size and nature of its business.

Reports of the Internal Auditors for the period under audit were considered by the statutory auditor.

xv. Non-Cash Transactions:

On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.

xvi. Registration under RBI Act:

- In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,
- In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.

xvii. Cash Losses:

Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii. Resignation of Statutory Auditors

There has been no resignation of the statutory auditors during the year.

xix. Material uncertainty on meeting liabilities:

On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharge by the company as and when they fall due.

xx. Transfer to fund specified under Schedule VII of Companies Act, 2013:

- Based on our examination, there are no unspent amount towards Corporate Social Responsibility (CSR) in respect of other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with Second Proviso to sub section (5) of Section 135 of the said Act. According, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- There are no on-going projects, hence this clause is not applicable.

xxi. Consolidated financial statement:

The company does not have associate / subsidiary and is not required to prepare Consolidate financial statement hence this clause is not applicable.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner

M. No. 083210

UDIN:25083210BMHEOP5986

Place : Gurugram

Dated : 29th May 2025

Annexure “B” to the Independent Auditors' Report

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to Standalone Financial Statements of Chandra Prabhu International Limited ('the Company') as of March 31, 2025 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 with reference to Standalone Financial Statements 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 with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and Standards on Auditing prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements 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 with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial control with reference to Standalone Financial Statements 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 with reference to Standalone Financial Statements 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 with reference to Standalone Financial Statements

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 with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements 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 with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to Standalone Financial Statements 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 ICAI.

For J P S& CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210
UDIN:25083210BMHEOP5986

Place : Gurugram
Dated : 29th May 2025

BALANCE SHEET

Balance Sheet as at 31st March, 2025

Amt in Lakhs (Rs)

Particulars	Note	As at 31st March, 2025	As at 31st March, 2024
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3	825.94	879.39
(b) Investment Property	4	1,722.91	-
(c) Financial Assets			
(i) Investment		-	-
(ii) Other Financial Asset	5	763.47	14.00
(d) Deferred tax assets (net)	6	53.60	26.22
(e) Other Non-Current Assets	7	119.58	72.68
Total Non-Current Assets		3,485.50	992.29
(2) Current Assets			
(a) Inventories	8	608.72	4,644.50
(b) Financial Assets			
(i) Trade Receivables	9	6,289.34	4,527.19
(ii) Cash and Cash Equivalents	10	253.83	67.13
(iii) Bank Balances other than (ii) above	11	1,341.13	1,969.72
(iv) Other Financial Assets	12	2.01	681.76
(c) Current Tax Assets (Net)	13	348.34	435.21
(d) Other current assets	14	2,142.07	776.35
Total Current Assets		10,985.44	13,101.86
Total Assets		14,470.94	14,094.15
EQUITY AND LIABILITIES			
Equity			
(i) Equity Share Capital	15	369.80	369.80
(ii) Other Equity	16	4,560.85	4,324.49
Total Equity		4,930.65	4,694.29
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
Borrowings	17	57.69	81.23
Total Non-Current Liabilities		57.69	81.23
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	8,064.42	5,633.09
(ii) Trade Payables	19	-	22.69
Total outstanding dues of micro enterprises and small enterprises		-	22.69
Total outstanding dues of creditors other than micro enterprises and small enterprises		921.22	2,540.57
(iii) Other Financial Liabilities	20	2.79	617.34
(b) Other Current Liabilities	21	492.96	503.61
(c) Provisions	22	1.21	1.33
Total Current Liabilities		9,482.60	9,318.63
Total Equity and Liabilities		14,470.94	14,094.15

The accompanying notes are an integral part of the financial statements

As per our Report of even date.

For J P S & Co

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No : 083210

UDIN : 25083210BMHEOP5986

Place: Gurugram

Dated: 29th May, 2025

For and on behalf of the Board of Directors

Gajraj Jain
Chairman Cum Managing Director
DIN -00049199

Jitendra Kumar Mishra
Ind. Director
DIN - 07983426

Akash Jain
Chief Executive Officer

Komal
Company Secretary

Amar Singh
Chief Financial Officer

PROFIT AND LOSS

Statement of Profit and Loss for the period ended on 31st March, 2025

Amt in Lakhs (Rs)

S No	Particulars	Note	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
I	Revenue from operations	23	99,426.36	85,483.12
II	Other Income	24	534.24	267.92
III	<i>Total Income (I + II)</i>		99,960.60	85,751.04
IV	Expenses:			
	Purchases of Stock-in-Trade	25	96,064.35	88,151.63
	Changes in inventories of Stock-in-Trade	26	2,314.79	(3,546.65)
	Employee Benefits Expenses	27	139.94	119.41
	Finance Costs	28	710.72	502.35
	Depreciation	3	109.82	62.20
	Other Expenses	29	297.98	318.32
	<i>Total Expenses (IV)</i>		99,637.60	85,607.26
V	Profit before exceptional items and tax	(III - IV)	323.00	143.78
VI	Exceptional Items		-	-
VII	Profit before tax (VII - VIII)		323.00	143.78
VIII	Tax expense:			
	Current tax		114.36	57.91
	Deferred tax		(27.47)	8.37
	Total Tax Expenses		86.89	66.28
IX	Profit/(Loss) for the period (XI + XIV)	(IX-X)	236.11	77.50
X	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	Re-measurement gains / (losses) on defined benefit plans		0.34	1.43
	Tax effect on above		(0.09)	(0.36)
	Other Comprehensive Income/(loss) for the year, net of tax		0.25	1.07
XI	Total Comprehensive Income for the year		236.36	78.57
XII	Earning per equity share :			
	Basic & Diluted	30	1.28	0.42

The accompanying notes are an integral part of the financial statements

As per our Report of even date.

For J P S & Co

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No : 083210

UDIN : 25083210BMHEOP5986

For and on behalf of the Board of Directors

Gajraj Jain

Chairman Cum Managing Director

DIN -00049199

Jitendra Kumar Mishra

Ind. Director

DIN - 07983426

Place: Gurugram

Dated: 29th May, 2025

Akash Jain
Chief Executive Officer

Komal
Company Secretary

Amar Singh
Chief Financial Officer

Cash Flow Statement for the year ended 31st March, 2025

Amt in Lakhs (Rs)

Particulars	For the year Ended 31st March, 2025	For the year Ended 31st March, 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	323.00	143.78
Adjustments for :		
Depreciation	109.82	62.20
Interest Expense	710.72	502.35
Interest Income	(170.63)	(204.00)
Allowance for Expected Credit Losses	64.78	37.93
Property Plant & Equipment retired	0.43	0.31
Exchange difference on translation of foregin currency cash and cash equivalents	-	(53.45)
Re-measurement gains / (losses) on defined benefit plans	0.34	1.43
Tax effect on above	(0.09)	(0.36)
Operating profit before Working Capital change	1,038.37	490.19
Adjustments for :		
(Increase)/Decrease in Inventories	4,035.77	(3,546.65)
(Increase)/Decrease in Trade Receivable	(1,826.93)	(839.26)
(Increase)/Decrease in Other Current Assets	(1,365.72)	1,488.80
(Increase)/Decrease in Other Bank Balances	-	(0.72)
(Increase)/Decrease in Financial Assets	(749.47)	7.09
(Increase)/Decrease in Other Non Current Assets	(46.90)	(33.54)
Increase/(Decrease) in Trade Payable	(1,642.04)	1,493.54
Increase/(Decrease) in Other Current Liabilities	(10.64)	104.29
Increase/(Decrease) in Other Financial Liabilities	(614.55)	471.75
Increase/(Decrease) in Short Term Provision	(0.12)	0.56
Increase/(Decrease) in Current Tax Assets	86.87	-
Increase/(Decrease) in Current Tax Liabilities	-	(235.03)
Increase/(Decrease) in Long Term Provision	-	0.48
Increase/(Decrease) in Financial Assets Loan	-	(518.40)
Increase/(Decrease) in Other Financial Assets	679.75	-
Cash Generated from Operations	(415.61)	(1,116.89)
Direct Taxes paid	(114.27)	(57.55)
NET CASH FLOWS FROM OPERATING ACTIVITIES [A]	(529.88)	(1,174.44)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant & equipment	(56.80)	(752.99)
Investment Property - Reclassification	(1,722.91)	-
Interest Received	170.63	204.00
Investments in bank deposits (having original maturity of more than three months)	628.59	(636.46)
NET CASH FLOWS FROM INVESTING ACTIVITIES [B]	(980.49)	(1,185.45)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) from Long Term Borrowing	(23.54)	81.23
Proceeds/(Repayment) from Short Term Borrowings	2,431.33	2,676.53
Interest Paid	(710.72)	(502.35)
Dividend paid	-	(36.98)
NET CASH FLOWS FROM FINANCING ACTIVITIES [C]	1,697.07	2,218.42
Exchange difference on translation of foregin currency cash and cash equivalents	-	53.45
Net increase/(decrease) in cash and cash equivalents [A+B+C]	186.70	(141.46)
Cash and cash equivalents at the beginning of the year	67.13	155.14
Cash and cash equivalents at the end of the year	253.83	67.13
Detail of cash and cash equivalents as on the end of the year :		
Cash and cash equivalents as on		
Current Account	0.50	63.69
Cash Credit Account	234.33	-
Cash-in-Hand	19.00	3.44
	253.83	67.13

"The above cashflow statement has been prepared under the Indirect Method as set out in IND AS-7 "Statement of Cash Flows."

"This is the Cash flow Statement referred to in our report of even date.

For J P S & Co
Chartered Accountants
FRN: 004086N

For and on behalf of the Board of Directors

CA J C Verma
Partner
M No : 083210
UDIN : 25083210BMHEOP5986

Gajraj Jain
Chairman Cum Managing Director
DIN -00049199

Jitendra Kumar Mishra
Ind. Director
DIN - 07983426

Place: Gurugram
Dated: 29th May, 2025

Akash Jain
Chief Executive Officer

Komal
Company Secretary

Amar Singh
Chief Financial Officer

Statement of Changes in Equity for the period ended 31.03.2025

A. Equity Share Capital (Note 15)

	No of Shares	Amount
As at 1 April 2023*	36,98,000	3,69,80,000
Issue/Reduction, if any during the year	-	-
At 31 March 2024	1,84,90,000	3,69,80,000
Issue/Reduction, if any during the year	-	-
At 31 March 2025	1,84,90,000	3,69,80,000

*Shares have been sub-divided into 5 equity shares of Rs 2/- FY each during the year from Rs 10 per share.

B. Other Equity (Note 16)

B. Other Equity (Note 16)							Amt in Lakhs (Rs.)
	Reserves and Surplus		Retained Earnings	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Total	
	General Reserves						
As at 1 April 2023	39.89	4,243.62	-	(0.61)	4,282.90		
Profit for the year	-	77.50	-	-	77.50		
Adjustment to Profit & Loss	-	-	-	-	-		
Net Comprehensive Income for the year- Gratuity	-	-	-	1.07	1.07		
Transfer to retained earnings	-	-	-	-	-		
Less: Dividend Paid	-	(36.98)	-	-	(36.98)		
As at 31 March 2024	39.89	4,284.14	-	0.46	4,324.49		
Profit for the year	-	236.11	-	-	236.11		
Adjustment to Profit & Loss	-	-	-	-	-		
Net Comprehensive Income for the year - Gratuity	-	-	-	0.25	0.25		
Transfer to retained earnings	-	-	-	-	-		
Less: Dividend Paid	-	-	-	-	-		
As at 31 March 2025	39.89	4,520.25	-	0.71	4,560.85		

Amt in Lakhs (Rs)

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.

For J P S & Co
Chartered Accountants
FRN: 004086N

CA J C Verma
Partner
M No : 083210
UDIN : 25083210BMHEOP5986

Place: Gurugram
Dated: 29th May, 2025

For and on behalf of the Board of Directors

Gajraj Jain
Chairman Cum Managing Director
DIN -00049199

Jitendra Kumar Mishra
Ind. Director
DIN - 07983426

Akash Jain
Chief Executive Officer

Komal
Company Secretary

Amar Singh
Chief Financial Officer

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2025

Summary of material accounting policies and other explanatory information.

Note 1	OVERVIEW
--------	----------

1. Corporate Information

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 on BSE.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

The standalone financial statements were approved for issue in accordance with a resolution of the directors on 29th May, 2025.

2. Compliance with Ind AS

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time as notified under Section 133 of Companies Act, 2013, the relevant provisions of the Companies Act, 2013 ("the Act"), the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The Company also applies requirement of Division II to Schedule III of the Companies Act 2013, while presenting financial statements.

3. Basis of preparation and Material Accounting Policies

These financial statements have been prepared on a historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of supply of goods/services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

The statement of cash flows has been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

These standalone financial statements have been prepared by the Company. Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet dates and exchange gains and losses arising on settlement and restatement are recognized in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

4. Use of estimates and judgments

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.

(a) Depreciation / Amortization and useful lives of property, plant and equipment / intangible assets

Property, Plant and Equipment / intangible assets are depreciated / amortized over their estimated useful lives after taking into account estimated residual value. The estimated useful lives and residual values of the assets are reviewed annually in order to determine the amount of depreciation / amortization to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes and other related matters. The depreciation / amortization for future periods is revised if there are significant changes from previous estimates.

(b) Recoverability of trade receivable

Judgments are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the period of over dues, the amount and timing of anticipated future payments and the probability of default.

(c) Measurement of Defined Benefit Obligation

The present value of defined benefit obligation which includes gratuity is determined using actuarial valuations using projected unit credit method. 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 and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in the assumptions. All assumptions are reviewed at each reporting date.

(d) Recognition and measurement of provisions, liabilities and contingencies

Provisions and Liabilities

Provision and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can be reasonably estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

Contingencies

Contingencies in the normal course may arise from litigation and other claims. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes to accounts but are not recognized.

(e) Income Tax

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provisions for income taxes including the amount expected to be paid or recovered for uncertain tax positions.

(f) Insurance Claims

Insurance and other claims raised by the Company are accounted for when received owing to uncertainties involved.

(g) Useful lives of property, plant and equipment and intangible assets

The Company reviews the useful lives and carrying amount of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in a change in depreciation and amortization expense in future periods.

(h) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Assessing whether a contract contains a lease requires significant judgement. Significant judgement is also required in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

5. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification

(A) An asset treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or Cash equivalent unless 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.

(B) A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

6. Reclassification of financial assets and liabilities

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no classification is made for financial assets which are equity instruments and financial liabilities. For financials 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 the 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 changes in business model, the company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

7. Summary of Material Accounting Policies Information

(a) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from sale of goods / services

Revenue is recognized upon transfer of control of promised products or services to the customer at the amount of Transaction price i.e. an amount that reflects the consideration, to which an entity expects to be entitled in exchange for transferring goods or services to customers, excluding amounts collected on behalf of third parties. Revenue is recognized as and when each distinct performance obligation is satisfied. The Company evaluates its exposure to significant risks and reward associated with the revenue arrangements in order to determine its position of a principal or an agent in this regard.

Service revenue pertains to renting agricultural machinery. Arrangements with customers are on a fixed-price or fixed-time frame. Revenue is recognized when related services are rendered.

Interest Income

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

(b) Inventories

Inventories are stated at lower of weighted average cost or net realizable value. Net realizable 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.

(c) 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.

An item of property, plant and equipment is derecognized 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. Repairs & Maintenance costs are recognized in Statement of Profit & Loss when incurred.

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	8 years
Plant & Machinery	15 years
Office Equipments	5 years
Furniture & Fixtures	10 years
Building	60 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

(d) Taxation

Current Income Tax

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.

Tax expenses recognized in the Statement of Profit or Loss comprises the sum of the current tax and deferred tax except the ones recognized in Other Comprehensive Income or directly in Equity.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized for the future tax consequences to the extent its probable that future taxable profits will be available against which the deductible temporary differences can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(e) 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 recognized in the statement of profit and loss in the period in which the same are incurred.

(f) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that a Property, plant and equipment may have been impaired. If any such indication exists, the Company estimates the recoverable amount of the Property, plant and equipments. If such recoverable amount of the Property, plant and equipments or the recoverable amount of the cash generating unit to which the Property, plant and equipment belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the Asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(g) Investment in Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Investment in building is a fair value model which reflects the current market value of the property and any changes in value are recognized directly in profit or loss.

(h) 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 capitalized as part of the cost of those asset up to the date when the qualifying asset is ready for its intended use.

(I) 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 capitalized 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 recognized 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.

(j) Foreign Currency Transactions

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.

Conversion

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

Exchange Difference

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

(k) Provisions, Contingent Liabilities and Contingent Assets

Provisions

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. The expense relating to provision is presented in the statement of profit and loss. Provisions are reviewed at each balance sheet date.

Contingent Liabilities

A contingent liability is a Possible obligation, 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, or a present obligation that is not recognized because it is probable that an outflow resource will be required to settle the obligation or it cannot be measured with sufficient reliability. Contingent liabilities are disclosed on the basis of judgment of management.

Contingent Assets

Contingent Assets are not recognized or disclosed in the financial statements. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

(l) Employee Benefits Expenses

Expenses and liabilities in respect of employee benefit expenses are recorded as per Ind AS 19, 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 recognized 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.

(m) Cash and Cash Equivalent

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash in hand, cash at bank, highly liquid investments with original maturities of three months or less, which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(n) Segment Reporting
Identification of Segments

The company's decision maker viz Board of Directors examine the company's performance relating to trading of items such as coal and scrap iron & sponge iron as different segments.

Allocation of common cost

Common allocable costs 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.

(o) Earnings Per Share

Basic Earnings per equity shares are calculated by dividing the net profit or loss before OCI for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the year. For calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effect of all diluted potential equity shares.

(p) Financial Instruments: -

A financial instrument is any contract that gives rise to financial assets of one entity and a financial liability or equity instrument of another equity.

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.

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.

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.

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

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. 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.

(v) 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.

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.

Financial liabilities

The company derecognizes 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.

Event after reporting date

Where the events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

Functional and Presentation Currency

The Financial Statements have been prepared in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in INR has been rounded off to nearest lacs as per requirements of Schedule III, unless otherwise stated.

New and amended standards adopted by the Company

The Ministry of Corporate Affairs vide notification dated 9th September 2024 and 28th September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 1 April 2024:

Insurance contracts - Ind AS 117; and

Lease Liability in Sale and Leaseback – Amendments to Ind AS 116

These amendments did not have any material impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

Note : 3

Property Plant & Equipment

PARTICULARS	Land Freehold	Building	Plant & Equipments	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Total
Gross Block								
As at 01.04.2023	4.73	147.16	3.48	6.42	87.48	12.76	22.37	284.40
Additions	-	535.29	47.51	3.48	160.91	5.06	0.74	752.99
Assets Held for Disposal	-	-	-	-	-	-	-	-
Deductions	-	-	-	2.46	-	2.31	1.47	6.24
As At 31.03.2024	4.73	682.45	50.99	7.44	248.39	15.51	21.64	1,031.15
Additions	-	-	40.95	-	13.14	1.50	1.21	56.80
Assets Held for Disposal	-	-	-	-	-	-	-	-
Deductions	-	-	3.48	-	-	0.73	4.12	8.33
As At 31.03.2025	4.73	682.45	88.46	7.44	261.53	16.28	18.73	1,079.61
Depreciation								
Upto 1 April 2023								
For the year	-	7.52	3.22	4.74	51.64	9.08	19.29	95.49
Assets Held for Disposal	-	9.58	0.18	0.55	48.65	1.29	1.95	62.20
Deductions	-	-	-	-	-	-	-	-
As At 31.03.2024	-	17.10	3.41	2.95	100.29	8.17	19.84	151.76
For the year	-	32.40	22.56	1.16	49.95	2.26	1.48	109.82
Assets Held for Disposal	-	-	-	-	-	-	-	-
Deductions	-	-	3.31	-	-	0.69	3.90	7.91
As At 31.03.2025	-	49.50	22.66	4.11	150.24	9.75	17.42	253.67
Net Block								
As at 31 March 2025	4.73	632.95	65.80	3.33	111.29	6.53	1.31	825.94
As at 31 March 2024	4.73	665.36	47.58	4.49	148.09	7.34	1.80	879.39

Note :

- Gross Block is at Cost.
- For Depreciation refer Accounting Policy (Note 7c).
- Details of property, plant & equipment pledged against borrowing is stated at Note 39.

Note : 4**Investment Property**

Amt in Lakhs (₹)

Particulars	Land	Building	Total
Gross carrying amount			
As at 01.04.2023	-	-	-
Acquisitions during the year	-	-	-
Expenses capitalised during the year	-	-	-
Disposals	-	-	-
Assets classified as held for sale	-	-	-
Other Adjustments	-	-	-
As At 31.03.2024	-	-	-
Acquisitions during the year	-	-	-
Reclassification of Asset ³	1,512.00	208.98	1,720.98
Expenses capitalised during the year	-	1.93	1.93
Disposals	-	-	-
Assets classified as held for sale	-	-	-
Other Adjustments	-	-	-
As At 31.03.2025	1,512.00	210.91	1,722.91
Accumulated Depreciation			
Upto 1 April 2023	-	-	-
Charge for the year	-	-	-
Disposals	-	-	-
As At 31.03.2024	-	-	-
Charge for the year	-	-	-
Disposals	-	-	-
As At 31.03.2025	-	-	-
Net Carrying Amount			
As at 31 March 2025	1,512.00	210.91	1,722.91
As at 31 March 2024	-	-	-

Note:

- Investment in Land is at Cost.
- No Depreciation is charged on Land.
- No depreciation is charged on building during the year as it is reclassified to Investment property on 31/03/2025.
- Real Estate Project has been deferred being capital intensive which would affect the core business activity and has been reclassified from Inventories for capital appreciation.
- Investment property has been pledged for the borrowing taken by the Company. Refer Note 39.
- Fair Value

Particulars	2025
Investment Property	1722.91

Estimation of fair Value

The best evidence of fair value is current prices in an active market for similar properties. Company's investment properties are available at a location where active market is available for similar kind of properties. Hence, fair value is ascertained on the basis of market rates prevailing for similar properties in those locations. The valuation has not been done by a registered valuer during the year as the company doesnot foresee any change in fair Value as Investment has been held for a short duration and taken at amortised cost.

Note : 5**Other Financial Assets - Non Current**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Others		
Unsecured Considered Good		
Security Deposit	12.93	13.49
Other Non current bank balances having maturity for more than 12 months*	750.54	0.51
Total	763.47	14.00

*Deposits of Rs 0.54 Lakhs with banks are pledged with Govt. Departments

*Deposits of Rs 750.00 lakhs are pledged as collateral for availing bank limits.

Note : 6**Deferred Tax**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Opening balance as of 1st April	26.22	34.95
Tax income /(expenses) during the year recognised in profit or loss	27.47	(8.37)
Tax income /(expenses) during the year recognised in OCI	(0.09)	(0.36)
Closing Balance as on 31st March	53.60	26.22

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.

Note : 7**Other Non Current Assets**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Capital Advances	68.83	31.29
Advances other than Capital Advances		
Balances with Govt. Authorities		
4% Additional Duty Receivable*	21.17	21.17
Balance with Govt. Authorities**	17.47	17.47
Net Gratuity Fund	2.40	2.72
Interest accrued on non-current deposit	9.71	0.03
Total	119.58	72.68

*Appeal is pending before Commissioner of Customs(Refund)

**VAT Recoverable for FY 13-14 is withheld due to VAT Demand of Rs 17.75 Lacs by Sales Tax Dept Chandasi UP against which the Company is in Appeal.

Note : 8**Inventories**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Work-in-progress	-	1,720.98
Finished Goods		
Scrap Iron at the end	-	133.00
Coal- Stock in transit	-	2,604.77
Coal at the end	128.42	185.74
Sponge Iron at the end	480.30	-
Total	608.72	4,644.49

Inventories are stated at lower of weighted average cost or net realisable value.

The cost comprises of all costs of purchase that includes taxes and duties including variable cost.

For Charges created on inventories (finished goods) refer note no 39.

Note : 9**Trade Receivable**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Unsecured		
Considered good	6,408.68	4,586.97
Less : Allowance for Expected credit loss	(119.34)	(59.78)
	6,289.34	4,527.19
Credit Impaired	90.94	85.72
Less : Allowance for Expected credit loss	(90.94)	(85.72)
	-	-
	-	-
Total	6,289.34	4,527.19

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

Note : 9.1**Movement of Allowance for expected credit Loss is as follows:-**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Balances as at begning of the year	145.50	107.58
Allowance for Expected credit loss Recognised	64.78	37.92
Allowance for Expected credit loss Reversed	-	-
Balance as at the end of the year	210.28	145.50

Note : 9.2**Trade Receivables ageing schedule for the year ended on 31.03.2025**

Amt in Lakhs (₹)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4,228.90	1,636.28	327.73	62.23	153.54	6,408.68
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	88.19	88.19
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables credit impaired	-	-	-	-	2.75	2.75
Total [A]	4,228.90	1,636.28	327.73	62.23	244.48	6,499.62
Less: Allowance for Credit Loss (Considered Good)	14.80	14.73	5.74	7.31	76.77	119.34
Less: Allowance for Credit Loss (Considered Doubtful)	-	-	-	-	90.94	90.94
Allowance for Credit Loss Total [B]	14.80	14.73	5.74	7.31	167.71	210.28
Total Trade Receivables [A-B]	4,214.10	1,621.55	321.99	54.92	76.77	6,289.34

Trade Receivables ageing schedule for the year ended on 31.03.2024

Amt in Lakhs (₹)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	3,947.14	208.88	274.94	101.26	54.75	4,586.97
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	32.65	50.32	82.97
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables credit impaired					2.75	2.75
Total [A]	3,947.14	208.88	274.94	133.91	107.82	4,672.69
Less: Allowance for Credit Loss (Considered Good)	13.82	1.88	4.81	11.90	27.37	59.78
Less: Allowance for Credit Loss (Considered Doubtful)	-	-	-	32.65	53.07	85.72
Allowance for Credit Loss Total [B]	13.82	1.88	4.81	44.55	80.44	145.50
Total Trade Receivables [A-B]	3,933.32	207.00	270.13	89.36	27.38	4,527.19

Note : 10**Cash & Cash Equivalent**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Balances with Banks		
Current Account	0.50	63.69
Cash Credit Account	234.33	-
Cash Balance (As certified by Management)	19.00	3.44
Total	253.83	67.13

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

Note : 11**Bank Balances other than Cash and Cash Equivalents**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Deposits with original maturity for more than 3 months but less than 12 months	1,338.34	1,966.93
Unclaimed Dividend Account	2.79	2.79
Total	1,341.13	1,969.72

Out of total Deposits of Rs 1338.34 lacs (previous year Rs 1966.93 lacs) pledged with Axis and Yes banks for availing bank limits including LC, Bank Guarantee and CC facilities.

Note : 12**Other Financial Assets - Current**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Others		
Security Deposit'	2.01	681.76
Total	2.01	681.76

Note : 13**Current Tax Assets (Net)**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
TDS Receivable	45.25	45.18
TCS Receivable	417.45	447.94
	462.70	493.12
Less: Provision for Tax	(114.36)	(57.91)
Total	348.34	435.21

Note : 14**Other Current Assets**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Advances other than Capital Advances		
Advance to Suppliers	1,909.15	548.25
Balances with Govt. Authorities	129.45	101.31
Advances to Employees	10.89	15.07
Other Advances	49.79	63.98
Prepaid Expenses	4.23	2.75
Interest accrued on time deposit	38.56	44.98
Total	2,142.07	776.34

Note : 15**Equity Share Capital**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Authorized		
250,00,000 Equity shares of Rs 2/- each	500.00	500.00
Issued, Subscribed and fully paid-up		
1,84,90,000 Equity shares of Rs 2/- each	369.80	369.80

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31.03.2025	As at 31.03.2024
Shares outstanding at the beginning of the year	1,84,90,000	1,84,90,000
Shares outstanding at the end of the year	1,84,90,000	1,84,90,000

b) Terms /Rights attached to the equity shares

The company has only one class of equity shares having a Par Value of ₹ 2/- each.

Each holder of equity shares is entitled to one vote per share.

The company declares and pays dividends in Indian Rupees.

c) Details of shareholders holding more than 5% equity shares in the company

Amt in Lakhs (₹)

Shareholders	As at 31.03.2025		As at 31.03.2024	
	No of Shares	% of holding in the class	No of Shares	% of holding in the class
Equity Shares of Rs 2/- each fully paid				
Hemlata Jain	6070282	32.83%	6070282	32.83%
Piyush Jain	1602500	8.67%	1602500	8.67%
Vikas Jain	1466649	7.93%	1466649	7.93%

d) The company has not issued any shares or bonus shares not any shares has been bought back in the last 5 years.**e) Shareholding of Promoters****Shares held by Promoters at March 31, 2025**

Amt in Lakhs (₹)

Promoter's Name	No of Shares	% of Total Shares	% Change during the year
Hemlata Jain	6070282	32.83%	-
Piyush Jain	1602500	8.67%	-
Vikas Jain	1466649	7.93%	-
Sheetal Jain	500000	2.70%	-
Aditi Jain	408095	2.21%	-

Shareholding of Promoters**Shares held by Promoters at March 31, 2024**

Amt in Lakhs (₹)

Promoter's Name	No of Shares	% of Total Shares	% Change during the year
Hemlata Jain	6070282	32.83%	65.63%
Piyush Jain	1602500	8.67%	-
Vikas Jain	1466649	7.93%	-
Sheetal Jain	500000	2.70%	-
Aditi Jain	408095	2.21%	-

f) Dividend

The amount of per share dividend recognized as distribution to equity shareholders in accordance with Companies Act 2013 is as follows:

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Final dividend for fiscal 2024	Nil	
Final dividend for fiscal 2023		Rs 0.20

No Dividend is proposed for the fiscal 2025.

Note : 16**Other Equity**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
General Reserves		
General Reserve - Op Bal	39.89	39.89
Retained Earnings		
Opening Balance	4,284.60	4,243.01
Add: Surplus in Statement of Profit & Loss	236.11	77.50
Add/(Less): Gratuity Exp related to OCI adjusted as per Ind AS	0.34	1.43
Add/(Less): Deferred Tax impact related to exp of OCI	(0.09)	(0.36)
Total	4,520.96	4,321.58
Less : Final Dividend Paid	-	36.98
	4,520.96	4,284.60
Other Equity		
General Reserves	39.89	39.89
Retained Earnings	4,520.96	4,284.60
Closing Balances	4,560.85	4,324.49

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

Note : 17**Financial Liabilities****Non-Current Borrowings**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Long Term maturities of financial obligations		
From Bank (Secured against vehicle financed)	57.69	81.23
Total	57.69	81.23

Note : 18**Current Borrowings**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Secured		
From Banks		
Cash Credit Facility	-	1,036.14
(secured by hypothecation of inventory, book debts, Fixed Deposits & personal guarantee of directors.)		
From Body corporates	1,134.32	-
(Overdraft facility - Secured against Land & building and personal guarantee of directors)		
Current maturities of long term borrowings (see note below)*	23.54	22.04
Unsecured		
From Banks		
Bill Discounting	6,107.14	3,939.41
From Others		
Related Parties (intt free)	297.50	35.50
Body corporates	501.92	600.00
Total	8,064.42	5,633.09

* Term Loan from Axis Bank Secured against hypothecation of cars

This includes loan repayable within one year - Axis Bank (Vehicle Loan) Rs - 23.54 lacs (22.04 lacs)

Refer Note 39 for bank securities

Note : 19**Trade Payables**

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Micro Small and Medium Enterprises (MSME)	-	22.69
Other than MSME	921.22	2,540.57
Total	921.22	2,563.26

Trade and other payables are measured at Amortised Cost.

19.1**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.

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Principal amount and interest due:		
Principal amount	-	22.69
Interest due	-	-
Interest paid by Company in terms of section 16 of MSMED Act,2006	-	-
Amount paid beyond the appointed day	-	-
Interest due and payable to supplier, for payment already made under MSMED	-	-
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	-	-

19.2**Trade Payable ageing Schedule for the year ended on 31.03.2025**

Amt in Lakhs (₹)

Particulars	Not Due	Outstanding for following periods from due date of payment				
		Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others		921.22	-	-	-	921.22
(iii) Disputes dues (MSME)		-	-	-	-	-
(iv) Disputes dues (Others)		-	-	-	-	-

Trade Payable ageing Schedule for the year ended on 31.03.2024

Amt in Lakhs (₹)

Particulars	Not Due	Outstanding for following periods from due date of payment				
		Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	22.69	-	-	-	-	22.69
(ii) Others		2,540.57	-	-	-	2,540.57
(iii) Disputes dues (MSME)		-	-	-	-	-
(iv) Disputes dues (Others)		-	-	-	-	-

Note : 20

Other Financial Liabilities - Current

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Unclaimed Dividend (see note below)*	2.79	2.79
Security Deposits	-	614.55
Total	2.79	617.34

*There is no amount due which was required to be transferred to Investor Education and Protection Fund as at Balance Sheet Date.

Note : 21

Other Current Liabilities

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Advance From Customers	342.21	450.74
Other Payables		
Statutory dues	74.11	31.92
Expenses Payable	71.64	20.95
Other Advances	5.00	-
Total	492.96	503.61

Note : 22

Current Provisions

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for employee benefits		
Leave Encashment	1.21	1.33
Total	1.21	1.33

Note : 23

Revenue from Operations

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
Sale of Goods		
Coal	67,688.73	57,890.97
Scrap Iron	2,040.69	5,928.96
Sponge Iron	29,668.57	21,455.81
	99,397.99	85,275.74
Sale of Services		
Hiring of Agro equipments	15.96	-
Other Operating Revenue	12.41	207.37
Total	99,426.36	85,483.11

Note : 24**Other Income**

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
Interest Income from		
-Bank Deposits	154.32	154.26
-Others	16.31	49.74
Misc. Receipts	68.01	10.47
Refund from Govt Authorities	295.60	-
Foreign Exchange Fluctuation	-	53.45
Total	534.24	267.92

Misc. Receipts is inclusive of Unclaimed Credit of Rs 25.70 Lacs (PY Rs 9.01 lacs)

Refund from Govt Authorities is Custom Duty wrongly paid on Yellow peas exported as per notification No 93/2017, Customs Department Revenue

Note : 25**Purchase of Stock in Trade**

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
<u>Work in Progress</u>	-	1,720.98
<u>Purchase of Traded Goods</u>		
Coal'	64,887.62	59,720.14
Scrap Iron'	1,664.91	4,541.54
Sponge Iron'	29,511.82	22,168.97
Total	96,064.35	88,151.63

Note : 26**Changes in Inventories of Stock in Trade**

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
<u>Inventories at the end of the year</u>		
Work in progress	-	1,720.98
Coal at the end	128.42	185.75
Coal- Stock in transit	-	2,604.77
Scrap Iron at the end	-	133.00
Sponge Iron at the end	480.30	-
	608.72	4,644.50
<u>Inventories at the beginning of the year</u>		
Work in progress at the beginning	1,720.98	-
Less: Reclassified to Investment Property*	(1,720.98)	-
Coal at the beginning	185.75	1,097.85
Coal - Stock in transit'	2,604.77	-
Scrap Iron at the beginning	133.00	-
	2,923.52	1,097.85
Net Increase	2,314.80	(3,546.65)

*Real Estate Project has been deferred as it requires huge capital investment which would affect the core business activity of the company. Land & building is now held for capital appreciation.

Note : 27**Employee Benefits**

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
Salaries	122.12	105.79
Contribution to Provident & Other Fund	4.70	4.08
Staff Welfare Expenses	7.14	6.17
Group Insurance	4.31	1.85
Expenses Related to Gratuity	1.67	1.52
Total	139.94	119.41

Salaries is inclusive of Leave Encashment of Rs 1.21 lakhs (PY: Rs 1.32 lakhs)

Employee Benefits Expenses

Expenses and liabilities in respect of employee benefit expenses are recorded as per Ind AS 19, 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.

Defined Benefit Plans:-

Gratuity (funded): - The cost is determined using the projected unit credit method with the actuarial valuation being carried at each balance sheet date by independent actuary. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of related obligation.

The net interest cost is calculated by applying the discount rate to the balance sheet of the defined benefit obligation. This cost is calculated in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains or losses arising from experience adjustment, demographic adjustments and changes in actuarial assumptions are recognised in the period, in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Profit or Loss as past service cost.

Other Employee Benefits

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

Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employees's salary as drawn and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit Method) at the end of each year. Actuarial losses/gains are recognized in the Statment of Profit and Loss in the year in which they arise.

1. Amount recognised in Balance Sheet

		Amt in Lakhs (₹)	
Particulars	31-03-2025	31-03-2024	
Present Value of the obligation at end	10,45,207	8,29,883	
Fair value of plan assets	12,84,969	11,02,323	
Unfunded Liability/provision in Balance Sheet	2,39,762	2,72,440	

2. Expenses recognised in Statement of Profit & Loss

Amt in Lakhs (₹)

Particulars	31-03-2025	31-03-2024
Total Service Cost	1,86,509	1,61,022
Net Interest Cost	(19,697)	(9,212)
Expense recognized in the Income Statement	1,66,812	1,51,810

3. Expenses recognised in Other Comprehensive Income (OCI)

Amt in Lakhs (₹)

Particulars	31-03-2025	31-03-2024
Net cumulative unrecognized actuarial gain/(loss) opening	-	-
Actuarial gain / (loss) for the year on PBO	31,186	1,41,891
Actuarial gain /(loss) for the year on Asset	2,948	750
Unrecognized actuarial gain/(loss) at the end of the year	34,134	1,42,641

4. Movement in present value of Defined Benefits Obligation

Amt in Lakhs (₹)

Particulars	31-03-2025	31-03-2024
Present value of obligation as at the beginning of the period	8,29,883	7,55,031
Acquisition adjustment	--	--
Interest Cost	60,001	55,721
Service Cost	1,86,509	1,61,022
Past Service Cost including curtailment Gains/Losses	-	-
Benefits Paid	-	-
Total Actuarial (Gain)/Loss on Obligation	(31,186)	(1,41,891)
Present value of obligation as at the End of the Period	10,45,207	8,29,883

5. Significant estimates: Actuarial Assumptions

Amt in Lakhs (₹)

Particulars	31-03-2025	31-03-2024
i) Discounting Rate	6.93%	7.23%
ii) Future salary Increase	6.00%	6.00%
iii) Mortality rates inclusive of provision for disability **	100% of IALM (2012-14)	100% of IALM (2012-14)
iv) 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

6. Change in plan assets

Amt in Lakhs (₹)

Particulars	31-03-2025	31-03-2024
Fair value of plan assets at the beginning of the period	11,02,323	8,79,847
Actual return on plan assets	86,007	68,775
Fund Charges	(3,361)	(3,092)
Employer contribution	1,00,000	1,56,793
Benefits paid	-	-
Fair value of plan assets at the end of the period	12,84,969	11,02,323

7. 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	1045207
Impact due to increase of 0.50%	(42,978)
Impact due to decrease of 0.50 %	47,074

b) Impact of the change in salary increase	
Present Value of Obligation at the end of the period	1045207
Impact due to increase of 0.50%	47,274
Impact due to decrease of 0.50 %	(43,533)

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.

8. Risk Exposure

Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

Investment risk:

If investment return of assets can be lower than the discount rate assumed.

Salary Escalation Risk

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future, based on past experience. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Note : 28

Finance Cost

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
Interest Expenses on Short Term Borrowing		
Bank Interest/Other Charges	606.51	397.49
Other Borrowing Cost	104.21	104.86
Total	710.72	502.35

Note : 29

Other Expenses

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
Payment to Auditors <i>(refer Note below)</i>	5.92	6.10
Computer Expenses	1.86	1.41
Conveyance/Travelling Expenses	18.39	25.83
Freight & Forwarding charges	8.45	25.44
Miscellaneous Expenses <i>(Refer note below)</i>	63.35	60.45
Taxes, Penalty & Interest	1.88	5.93
Listing Fees	3.25	4.03
Office Running & Maintenance Expenses/Renovation Expenses	10.20	20.16
Allowance for Expected Credit Losses	64.78	37.93
Legal & Professional fees	34.76	27.22
Rent	27.54	35.35
Directors Sitting Fee	1.60	1.60
Selling Expenses	18.80	18.84
Telephone / Internet Expenses	2.03	3.01
Vehicle Running & Maintenance Expenses	24.00	13.95
Machinery Running & Maintenance Expenses	1.17	-
Contribution for CSR related activities	10.00	31.07
Total	297.98	318.32

Note

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
Payment to Auditors comprises as under: -		
Audit Fee	3.50	3.50
Tax Audit Fee	1.50	1.50
Limited Review	0.60	0.60
Certification Fees and Other Services	0.32	0.50
Total	5.92	6.10

Miscellaneous Expenses:-

- Does not include any item of expenditure with a value of more than 1% of Revenue from operations.
- Includes expenses towards Advertisement, Printing & Stationary, Internal Audit Fees, Testing Charges, Electricity & water, Postage & courier and Others etc.

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

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
Net profit/(loss) attributable to equity shareholders (after taxes)	236.11	77.50
Nominal Value of Equity Shares (Rs)	2	2
Number of weighted shares outstanding at the end of the reporting period	1,84,90,000	1,84,90,000
Basic & Diluted Earning Per Share	1.28	0.42

Note : 31

Major components of Income Tax Expenses consists of the following

1 - Income Tax recognised in Statement of Profit & Loss

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Current Tax In respect of the current year	114.36	57.91
Deferred Tax In respect of the current year	(27.47)	8.37
Tax expenses recognised through statement of profit and loss	86.89	66.28

Recognised in Other Comprehensive Income (OCI)

Deferred Tax on remeasurements of defined benefit plans 0.09 0.36

The Income tax expenses for the year can be reconciled to the accounting Profit as follows:

Amt in Lakhs (₹)

Particulars	As at 31.03.2025	As at 31.03.2024
Profit before tax as per books	323.00	143.78
Income tax calculated	81.28	36.17
Add: Tax Effect on non deductible expense	(9.87)	35.21
Less : Tax Effect on allowable expense	42.95	(13.47)
Total	114.36	57.91
Less : Tax Effect on Brought forward losses	-	-
Less : Tax Effect on Depreciation Setoff	-	-
Income tax calculated as per Income Tax (A)	114.36	57.91

The Company has calculated tax liabilities u/s 115BAA of the Income Tax Act.

Note : 32**Contingent Liabilities and commitments (to the extent not provided for) :**

Amt in Lakhs (₹)

Contingent Liabilities	2024-25	2023-24
Foreign LCs	Nil	Nil
Bank Guarantee (Indian)	Nil	Nil
Corporate Guarantee	Nil	Nil
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
<i>Sale Tax Demand F.Y. 2013-14 pending in Appeal</i>	17.75	17.75

The company is in receipt of notice u/s 153C of the Income Tax Act 1961 for the period 2011-12 to 2017-18. Writ had been filed against the issue of notice in the Delhi High Court which is pending for adjudication. The liability is still undetermined and the management does not expect any significant adverse impact in the future.

Amt in Lakhs (₹)

Commitments	2024-25	2023-24
Estimated amount of contracts remaining to be executed on capital account and not provided for:	56.32	93.86

Note : 33**Expenditure and Earnings in Foreign Currencies**

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
Expenditure	Nil	174.23
Earnings	Nil	53.45

Note : 34**Value of Imports on CIF Basis**

Amt in Lakhs (₹)

Particulars	2024-25	2023-24
Trading Goods	Nil	6,049.10

Note : 35**Related Party Disclosures**

The Management has identified the following Companies and individuals as related parties of the Company for the year ended 31st March, 2025 for the purposes of reporting as per Ind AS 24 – “Related Party Disclosures”:-

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

- Subsidiaries** Nil
- Fellow Subsidiaries** Nil
- Associates** Nil
- Key Managerial Personnel & their Relatives**
 - Mr. Gajraj Jain - CMD
 - Mrs. Hemlata Jain - Woman Director
 - Mr Akash Jain - CEO
 - Mr. Atul Jain- COO
 - Mr. Amar Singh - CFO
 - Ms. Komal - Company Secretary
 - Mr. Jitendra Kumar Mishra - Independent Director
 - Mr. Tilak Raj Goyal - Independent Director
 - Mr Punit Jain - Independent Director

5. Entities of Relative of KMP

Alsar Rubber And Chemicals Pvt. Ltd.
South West Pinnacle & Exploration Ltd.
Zanskar Advisors Pvt Ltd

(B) Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2025

Nature of Transactions	Key Mgt Personnel		Entities / Relative of KMP	
	2025	2024	2025	2024
Transactions during the year				
Director's sitting fees	1.60	1.60	-	-
Reimbursement of Expenses	9.84	3.19	-	-
Rent Paid	-	-	11.39	11.29
Interest paid	-	-	3.07	6.11
Salary to Executive Officers	27.54	27.45	-	-
Loans Taken	663.00	505.00	1,120.00	1,460.50
Loans Repaid	401.00	856.50	1,120.00	1,460.50
Outstanding Balances:				
Borrowings	Cr 297.50	Cr 35.50	-	-
Expenses Payable	0.54		-	-

Note : 36
Impairment of Trade Receivables

The Company recognises provision on Trade Receivables based on historical default rates to determine impairment loss on the portfolio of trade receivables. Under Ind AS, impairment of Trade Receivables shall be recognised based on Expected Credit Loss.

Trade Receivables (Considered Good)

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 credit worthiness of customers to which the company grant credit terms in the normal course of business.

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

	31.03.2025			31.03.2024		
	Gross carrying amount	Weighed average loss rate	Loss allowances	Gross carrying amount	Weighed average loss rate	Loss allowances
0-180 Days	4228.91	0.35%	14.80	3,947.14	0.35%	13.82
180-360 Days	1636.28	0.90%	14.73	208.88	0.90%	1.88
1-2 years	327.73	1.75%	5.74	274.93	1.75%	4.81
2-3 years	62.23	11.75%	7.31	101.26	11.75%	11.90
More than 3 years	153.54	50.00%	76.77	54.75	50.00%	27.37
Considered Good	6,408.68		119.34	4,586.96		59.78

Note : 37
Financial risk management

The Company's principal financial liabilities comprise of loans and borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and short-term deposits that derive directly from its operations.

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 Committees 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 counter party 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.

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, 2025

Amt in Lakhs (₹)

Particulars	Carrying Amount	Less than 1 year	Less than 1-2 year	More than 2 year	Total
Borrowing	8,040.88	8,040.88			8,040.88
Vehicle Loans	81.23	23.54	57.69	-	81.23
Trade Payables	921.22	921.22	-	-	921.22
Other Current financial Liabilities	2.79	2.79	-	-	2.79

March 31, 2024

Amt in Lakhs (₹)

Particulars	Carrying Amount	Less than 1 year	Less than 1-2 year	More than 2 year	Total
Borrowings	5,611.05	5,611.05			5,611.05
Vehicle Loans	103.27	22.04	81.23	-	103.27
Trade Payables	2,563.26	2,563.26	-	-	2,563.26
Other Current financial Liabilities	617.34	617.34	-	-	617.34

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 and bank balances.

Amt in Lakhs (₹)

Particulars	Note	As at March 31st, 2025	As at March 31st, 2024
Borrowing including Term Loans	17 & 18	8,122.11	5,714.32
Less : Cash and Cash equivalents and Bank Balances	10 & 11	1,594.96	2,036.85
Net Debt		6,527.15	3,677.47
Total Equity	15 & 16	4,930.65	4,694.29
Gearing Ratio - %		132.38	78.34

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.

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 displays foreign currency risk from financial instruments as at March 31, 2025 and March 31, 2024:

Particulars	Foreign Currency	As at March 31st, 2025	As at March 31st, 2024
Advance to Supplier	U.S. Dollars	Nil	Nil
Trade Payables	U.S. Dollars	Nil	Nil
Trade Receivables	U.S. Dollars	Nil	Nil

Note : 38

FINANCIAL INSTRUMENTS**Financial Assets**

Amt in Lakhs (₹)

Particulars	Note	At Amortised Cost		At Amortised Cost	
		As at March 31, 2025		As at March 31, 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
1. Financial assets	A				
a) Trade receivables		6,289.34	6,289.34	4,527.19	4,527.19
b) Cash & Cash Equivalents		253.83	253.83	67.13	67.13
c) Other bank balances		1,341.13	1,341.13	1,969.72	1,969.72
d) Other Financial Assets		765.48	765.48	695.76	695.76
Total		8,649.78	8,649.78	7,259.80	7,259.80

Financial Liabilities

Amt in Lakhs (₹)

Particulars	Note	At Amortised Cost		At Amortised Cost	
		As at March 31, 2025		As at March 31, 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
1. Financial liability					
a) Borrowings	B	8,122.11	8,122.11	5,714.32	5,714.32
b) Trade Payables		921.22	921.22	2,563.26	2,563.26
c) Other Financial Liabilities		2.79	2.79	617.34	617.34
Total		9,046.12	9,046.12	8,894.92	8,894.92

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.

Note : 39

Securities for Borrowings

Particulars	Year	Amount	Security	ROI on Reporting Date
Axis Bank - Cash Credit - Fund Based - 13 Crores	31.03.2025	90.74 lakhs Dr	Hypothecation of entire current assets both present and future including book debts and stock. Ranking first pari passu with Yes Bank and personal guarantees of Directors and FDR amounting to Rs 12.60 Crores.	Repo+3.50% p.a. agst Cash credit limit Repo+3.25% agst WCDL (sub limit of CC) 0.80% pa agst BG 0.60% pa agst LC As per Bank Treasury
- Letter of Credit - 15 Crores Loan Equivalent Risk (LER) - 1 crores Bill Discounting		2696.00 lakhs	Interchangeable with sanction limits of fund and non fund combined.	7.35% p.a
Axis Bank - Cash Credit - Fund Based - 15 Crores	31.03.2024	55.56 lakhs Cr	Hypothecation of entire current assets both present and future including book debts and stock. Ranking first pari passu with Yes Bank. And commercial property at 1512, 15th Floor Galleria Tower, DLF Ph IV, Gurugram and personal guarantees of Directors.	Repo+3.50% p.a. agst Cash credit limit
- Non Fund Based - 23 Crores	-	-		0.60% pa agst LC 0.80% pa agst BG
Yes Bank - Cash Credit Sanctioned - Fund Based - 5 Crores	31.03.2025	0.95 lakhs Dr	First Pari Passu charge by way of hypothecation on current assets of the borrower (both present and future) and personal guarantees of Directors and FDR of Rs 7.50 crores including accrued interest on FD.	10%
- Non Fund Based - 12 Crores <i>Cash credit and LC facility are interchangeable within capping of Rs 17 crores</i> Bill Discounting	-	- 1177.67 Lakhs	Interchangeable with sanction limits of fund and non fund combined.	7.35% p.a
Sanctioned - Fund Based - 10 Crores	31.03.2024	980.87 lakhs Cr	Hypothecation of Inventories finished goods and hypothecation of all present and future book debts both present & Future, FDR of Rs 12.50 crores and personal guarantees of Directors.	Repo + 3% p.a
- Non Fund Based - 15 Crores	-	-	-	-
ICICI Bank - Cash Credit Limit Fund Based - 15 crores	31.03.2025	142.63 Lakhs Dr	Hypothecation of FDRs of Rs 5 crores and residential property situated at 2102 M/S Plot No 1372, Summit, Ranchi - 834001, Jharkhand and personal guarantees of Directors	9.75% p.a
- Non Fund Based - 8 Crores Bill Discounting		2233.47 Lakhs	Interchangeable with sanction limits of fund and non fund combined.	0.75% p.a agst BG 7.35% p.a
Tata Capital - Corporate Loan Overdraft Facility Limit sanctioned : 15 crores Tenure : 36 months	31.03.2025	11.34 crore Cr	Collateral Security of first and exclusive charge by way of mortgage over the property measuring 10436.16 sq mt and 400 sq mt situated at 391,392 & 393/1, situated at Gram Sher Nagar, Pargana, Tehsil & distt at Muzaffarnagar, Uttar Pradesh together with all structures and appurtenances thereon AND personal guarantee of directors.	LTTPR+2.45% p.a i.e Effective ROI= 11% p.a
Corporate Loan Overdraft Facility Rs 3.34 crores, Sanction on 29.03.2025 Tenure : 12 months				11.10% p.a
Axis Bank - Auto Loan Loan sanctioned : Rs 1.20 crores Time limit : 5 years	31.03.2025	81.23 lacs	Hypothecation of car ; equated in monthly instalments of 60 months; EMI Rs 2.47 lakhs each.	8.65% p.a
	31.03.2024	102.83 lacs		
HDFC Bank - Auto Loan Loan sanctioned : Rs 14.08 lakhs Time limit : 3 years	31.03.2025	Nil	Hypothecation of car ; equated in monthly instalments of 36 months; EMI Rs 0.44 lakhs each.	8.71% p.a
	31.03.2024	0.44 lacs		
Loans & advances from related parties	31.03.2025	297.50	Unsecured Loan	Int. Free
	31.03.2024	35.50	Unsecured Loan	Int. Free
Loans & advances from other parties	31.03.2025	501.92	Unsecured Loan	12% - 13%
	31.03.2024	600.00	Unsecured Loan	12% - 13%

Note : 40**Corporate Social Responsibility**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The company was not required to spend any amount during the year, still the company has spent an amount of Rs 10 lakhs. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, women empowerment, Relief to poor and rural development projects. A CSR committee has been formed by the company as per the Act.

S. No	Particulars	Amount
(i)	Amount required to be spent by the company during the year	Nil
(ii)	Amount of expenditure incurred	10 Lakhs
(iii)	Shortfall at the end of the year	Nil
(iv)	Total of previous years shortfall	Nil
(v)	Reasons for shortfall	NA
(vi)	Nature of CSR Activities	Amt spent on Promoting Education, Relief to Poor, Healthcare, women empowerment, Environment Sustainability.
(vii)	Details of related party transactions e.g. contribution to the Trust controlled by the company in relation to the CSR expenditure as per relevant Accounting Standard	NA
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA

Note : 41**Other Statutory information:****A - Disclosure pursuant to Regulation 34(3) and para A of Schedule V of SEBI (LODR), Regulations, 2015****Loan and advances in the nature of loans given**

Amt in Lakhs (₹)

Nature of the entities	Relationship	Maximum amt outstanding during the year	Investment by the loanee in the shares of the Company
South West Pinnacle & Exploration Ltd.	Entity of Relative of KMP	Nil	Nil
Alsan Rubber & Chemical Private Ltd	Entity of Relative of KMP	Nil	Nil
Zanskar Advisors Pvt Ltd	Entity of Relative of KMP	Nil	Nil

B- Additional Regulatory Information:

S No	Disclosure requirement as per amended Schedule III to the Companies Act, 2013	Remarks
1	Title deeds of immovable properties not held in the name of the company	All title deeds are in the name of the company
2	Fair value of investment property	Valuation not carried out as the management does not for see any change in the cost price as period of holding is short
3	Revaluation of Property, Plant and equipment	Not Applicable
4	Revaluation of Intangible Assets	Not Applicable
5	Loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties	Nil
6	Details of Benami Property held	Nil
7	Wilful Defaulter	No
8	Relationship with struck off companies	No transaction
9	Registration of charges or satisfaction with Registrar of Companies (ROC) which is yet to be registered with ROC beyond the statutory	No such transaction
10	Compliance with number of layers of companies	No subsidiaries
11	Compliance with approved scheme(s) of arrangement	Not Applicable
12	Utilisation of borrowed funds and share premium	Nil - See Note below
13	Undisclosed income	Nil
14	Details of Crypto Currency or Virtual Currency	Nil transaction

Note :

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (I) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(II) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(I) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(II) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

C- Summary of Reconciliation of Stock Statement

Amt in Lakhs (₹)

Quarter Ended	Amount as per Books of Accounts	Amount as in the quarterly return	Amount of Difference	Reason for Material discrepancies
<u>2024-25</u>				
Jun-24	96.16	96.16	Nil	-
Sep-24	2065.95	1964.55	-101.40	Purchase invoices in books entered late
Dec-24	970.33	1030.28	59.95	Some bills entered with GST component while submitting details to bank.
Mar-25	608.71	608.71	Nil	-
<u>2023-24</u>				
Jun-23	180.09	180.09	Nil	-
Sep-23	1135.93	1135.93	Nil	-
Dec-23	1042.35	1042.35	Nil	
Mar-24	2923.52	2918.72	-4.8	wrong head posting of Purchase bill; rectified later

Note : 42**Ratios**

The following are analytical ratios for the year ended March 31, 2025 and March 31, 2024

S No	Particulars	Numerator	Denominator	31.03.2025	31.03.2024	Variance	Reasons for Variance [where variance is more than 25%]
1	Current Ratio	Current Assets ¹	Current Liabilities ¹	1.16	1.41	-17.60%	-
2	Debt Equity Ratio	Total Debt ²	Shareholder's Equity ³	1.65	1.22	35.32%	Variance is due to increase in bank borrowings.
3	Debt Service Coverage Ratio	Earnings available for debt service ⁴	Debt Service ⁵	0.38	0.59	-36.47%	Variance is due to increase in debts .
4	Return on Equity Ratio	Net Profits after taxes	Avg Shareholder's Equity ⁶	4.91%	1.66%	195.88%	Variance due to increase in Profit
5	Inventory Turnover Ratio	Cost of Goods Sold ⁷	Average Inventory	37.45	29.47	27.11%	Variance due to reclassification of Rs 1720.98 lakhs of Inventory as Capital Assets.
6	Trade Receivable Turnover Ratio	Sales	Average Trade Receivable	Times 18.38	Times 20.72	-11.25%	-
7	Trade Payable Turnover Ratio	Purchase	Average Trade Payables	Times 55.14	Times 48.53	13.62%	-
8	Net Capital Turnover Ratio	Total Sales	Working Capital ⁸	Times 66.16	Times 22.60	192.80%	Variance due to increase in Sales
9	Net Profit Ratio	Net Profit	Total Sales	0.24%	0.09%	158.62%	Variance due to increase in Profits
10	Return on Capital employed	Earning before interest and taxes	Capital Employed ⁹	7.92%	6.21%	27.58%	Variance due to increase in earnings before tax
11	Return on investment	Income generated from Investment	Time weighted average investment	NA	NA	NA	

Notes :

1. Current Assets & Current Liabilities as per Balance Sheet
2. Total Debt : Long Term Borrowings including (Current Maturities of Long Term Borrowings), Short term borrowings and interest accrued on debts
3. Shareholder equity includes sum of equity share capital and Reserve & Surplus.
4. Earning available for debt service = Net Profit after taxes + Depreciation + Interest Cost
Net profit after tax means reported amount of "Profit /(Loss) for the period" and it does not include items of other comprehensive income.
5. Debt service = Interest cost + Principal repayments
6. Average shareholders equity is (opening + closing)/2
7. Cost of goods sold includes purchase of stock in trade and change in inventories of stock in trade
8. Working Capital = Current Assets - Current Liabilities
9. Capital Employed = Tangible Net worth + Total Debt
where Tangible Net worth = Total Assets - Total Liabilities

Note : 43**Segment Reporting**

The Company is engaged in 3 Business Segments: Coal trading, Metal Trading, Hiring charges of Agricultural Equipments. Segments have been identified and reported taking into account the nature of products, the differing risks and returns, the organisation structure and internal business reporting system.

S.No	Particulars	31-03-2025	31-03-2024
1	Segment Revenue (Gross)		
	Coal	67,701.14	58,055.90
	Metals	31,709.26	27,427.22
	Hiring of Agri Equipments	15.96	-
	Total Net Sale/Income from operations	99,426.36	85,483.12
2	Segment Results		
	Profit / (loss) before tax and interest from each segment		
	Coal	54.87	(296.23)
	Metals	863.45	674.44
	Hiring of Agri Equipments	(11.04)	-
	Net Profit / (loss) for the year (before finance costs, tax and exceptional items) from each segment	907.29	378.21
	Less: Finance Cost	710.72	502.35
	Add /(less): Exceptional Item (net)	-	-
	Add/(Less): Other Un-allocable income net off un-allocable expenditure	126.44	267.92
	Total Profit/(Loss) Before Tax	323.00	143.78
3	SEGMENT ASSETS		
	Coal Division	3,490.50	8,479.42
	Metal Division	5,543.87	3,893.75
	Hiring of Agro Equipments	89.29	-
	Real Estates	-	1,720.98
	Unallocated Assets	5,347.28	-
	TOTAL ASSETS	14,470.94	14,094.15
4	SEGMENT LIABILITIES		
	Coal Division	2251.55	7894.99
	Metal Division	5262.76	1504.87
	Hiring of Agro Equipments	1.94	-
	Real Estates	-	-
	Unallocated Liabilities	2,024.04	-
	TOTAL LIABILITIES	9,540.29	9,399.86

b) Note :

Segment assets and segment liabilities represent assets and liabilities of respective segment. Investments, tax related assets/liabilities and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been treated separately.

Note : 44

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 J P S & Co
Chartered Accountants
FRN: 004086N

For and on behalf of the Board of Directors

CA J C Verma
Partner
M No : 083210
UDIN : 25083210BMHEOP5986

Gajraj Jain
Chairman Cum Managing Director
DIN -00049199

Jitendra Kumar Mishra
Ind. Director
DIN - 07983426

Place: Gurugram
Dated: 29th May, 2025

Akash Jain
Chief Executive Officer

Komal
Company Secretary

Amar Singh
Chief Financial Officer



CHANDRA PRABHU INTERNATIONAL LIMITED



Registered Office:

522, 5th Floor, DLF Galleria Commercial Complex,
DLF City Phase-IV, Gurugram, Haryana-122009



E-mail : info@cpil.com | Website : www.cpil.com

BRANCHES : BOKARO | CHANDASI | KOLKATA | GANDHIDHAM