

# CHANDRA PRABHU INTERNATIONAL LIMITED



REGD. OFFICE : 1ST FLOOR, 14, RANI JHANSI ROAD, NEW DELHI-110055 ☎ 23516567, 32559597 FAX : 91-11-23553698 E-mail : info@cpil.com Website : www.cpil.com  
CIN L51909DL1984PLC019441

## REPORT ON CORPORATE GOVERNANCE(UNDER CLAUSE 49(VI) OF THE LISTING AGREEMENT)

Name of the Company: CHANDRA PRABHU INTERNATIONAL LIMITED

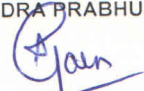
Quarter ending on: 30<sup>TH</sup>, JUNE 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	49 (II)		-
(A) Composition of Board	49(IIA)	Yes	-
(B) Independent Director	49(IIIB)	Yes	-
(C) Non-executive Directors' Compensation & Disclosures	49(IIIC)	No	No Compensation is being paid to non executive Directors except sitting fees
(D) Other Provisions as to Board and Committees	49(IIID)	Yes	-
(E) Code of Conduct	49(IIIE)	Yes	-
(F) Whistle Blower Policy	49(IIIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)		-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49(IIIB)	Yes	-
(C) Powers of Audit Committee 49 (IIC)	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49(IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-
<b>VI. Risk Management</b>	49(VI)	Yes	-
<b>VII. Related Party Transaction</b>	49(VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)		-
(A) Basis of Related Party Transactions	49 (VIIIA)	Yes	Shall be complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Shall be complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(C) Remuneration of Directors	49(VIIIC)	Yes	Shall be complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(D) Management	49(VIIID)	Yes	Shall be complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(E) Shareholder	49(VIIIE)	Yes	Shall be complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIIIF)	NA	-
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Shall be complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Shall be complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
<b>XI. Compliance</b>	49 (XI)	Yes	Shall be complied with and formed part of 30 <sup>th</sup> Annual Report of the Company

Date: 11<sup>th</sup> July, 2015

Place: New Delhi

for CHANDRA PRABHU INTERNATIONAL LIMITED

  
AKASH JAIN  
MANAGING DIRECTOR



# CHANDRA PRABHU INTERNATIONAL LIMITED



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CIN L51909DL1984PLC019441

Date: 12<sup>th</sup> October, 2015

**THROUGH COURIER/E-MAIL**

The Dep't. Of Corporate Services,  
**Bombay Stock Exchange Ltd.,**  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Ref: Scrip Code : 530309 ( CHANDRA)**

**Sub: Submission of Corporate Governance Compliance Report for the Quarter Ended 30th, September 2015.**

Dear Sir / Madam,

Please find enclosed herewith Corporate Governance Compliance Report pursuant to Clause 49 of Standard Listing Agreement, for the quarter ending 30<sup>th</sup> September, 2015.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For **CHANDRA PRABHU INTERNATIONAL LIMITED**

  
**AKASH JAIN**  
**MANAGING DIRECTOR**  
**DIN: 00049303**



Encl.: As Mentioned above



# CHANDRA PRABHU INTERNATIONAL LIMITED



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## REPORT ON CORPORATE GOVERNANCE(UNDER CLAUSE 49(VI) OF THE LISTING AGREEMENT)

Name of the Company: CHANDRA PRABHU INTERNATIONAL LIMITED

Quarter ending on: 30<sup>th</sup>, September 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	49 (II)		-
(A) Composition of Board	49(IIA)	Yes	-
(B) Independent Director	49(IIIB)	Yes	-
(C) Non-executive Directors' Compensation & Disclosures	49(IIIC)	No	No Compensation is being paid to non executive Directors except sitting fees
(D) Other Provisions as to Board and Committees	49(IIID)	Yes	-
(E) Code of Conduct	49(IIIE)	Yes	-
(F) Whistle Blower Policy	49(IIIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)		-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49(IIIB)	Yes	-
(C) Powers of Audit Committee 49 (IIC)	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49(IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-
<b>VI. Risk Management</b>	49(VI)	Yes	-
<b>VII. Related Party Transaction</b>	49(VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)		-
(A) Basis of Related Party Transactions	49 (VIIIA)	Yes	complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(C) Remuneration of Directors	49(VIIIC)	Yes	complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(D) Management	49(VIIID)	Yes	complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(E) Shareholder	49(VIIIE)	Yes	complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIIIF)	NA	-
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	complied with and formed part of 30 <sup>th</sup> Annual Report of the Company
<b>XI. Compliance</b>	49 (XI)	Yes	complied with and formed part of 30 <sup>th</sup> Annual Report of the Company

Date: 12<sup>th</sup> October, 2015

Place: New Delhi

for CHANDRA PRABHU INTERNATIONAL LIMITED

AKASH JAIN  
MANAGING DIRECTOR



# CHANDRA PRABHU INTERNATIONAL LIMITED



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Date: 15<sup>th</sup> January, 2016

THROUGH E-MAIL

The Dep't. Of Corporate Services,  
**Bombay Stock Exchange Ltd.,**  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

*Ref: Scrip Code: 530309 (CHANDRA)*

*Sub: Submission of Compliance Report on Corporate Governance for the Quarter Ended 31<sup>st</sup>, December 2015.*

Dear Sir / Madam,

Please find enclosed herewith Compliance Report on Corporate Governance pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the quarter ending 31<sup>st</sup>, December 2015.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For **CHANDRA PRABHU INTERNATIONAL LIMITED**

**NITESH KUMAR SINGH**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**



Encl.: As Mentioned above



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## Annexure I

### Compliance Report on Corporate Governance

Name of the Company : CHANDRA PRABHU INTERNATIONAL LIMITED

Quarter ending on : December 31, 2015

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN and DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of appointment in the current term/ cessation	Tenure	No. of directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Akash Jain	00049303/ ACUPJ1234F	Chairperson and Executive Director	*24/06/2000 **01/02/2012		1	2	
Mr.	Prakash Goyal	02598736/ AEVPG0135M	Independent & Non-Executive Director	*31/01/2003 **30/09/2014	5 Years	2	1	2
Mr.	Nishant Goyal	06541748/ AJIPG3167B	Independent & Non-Executive Director	*30/05/2013 **30/09/2014	5 Years	1	1	1
Mr.	Jagdish Jhunjunwala	00304672/ AEIPJ8429E	Independent & Non-Executive Director	*29/05/2015 **30.09.2015	5 Years	1	2	
Ms.	Sheetal jain	05149539/ ABRPJ1245L	Non-Executive Director	*19/03/2015 **30.09.2015		1		
*Original Date of Appointment **Date of appointment of Current Designation								
II. Composition of Committees								
Name of Committee			Name of Committee members			Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)		
AUDIT COMMITTEE			1.	Mr. Prakash Goyal		Chairperson- Independent-Non-Executive Director		
			2.	Mr. Jagdish Jhunjunwala		Independent-Non-Executive Director		
			3.	Mr. Akash Jain		Executive Director		
NOMINATION AND REMUNERATION COMMITTEE			1.	Mr. Prakash Goyal		Chairperson-Independent-Non -Executive Director		
			2.	Mr. Jagdish Jhunjunwala		Independent-Non-Executive Director		
			3.	Mr. Nishant Goyal		Independent - Non-Executive Director		
STAKEHOLDER RELATIONSHIP COMMITTEE			1.	Mr. Nishant Goyal		Chairperson-Independent-Non -Executive Director		
			2.	Mr. Prakash Goyal		Independent and Non - Executive Director		
			3.	Mr. Akash Jain		Executive Director		
III. Meeting of Board of Directors								
Date(s) of meeting (if any) in the previous quarter			Date(s) of meeting (if any) in the relevant quarter			Maximum gap between any two consecutive meetings (in number of days)		





12/08/2015	01/10/2015	24 Days (Gap between 1 <sup>st</sup> and 2 <sup>nd</sup> meetings of Relevant Quarter)
31/08/2015	26/10/2015	9 Days (Gap between 2 <sup>nd</sup> and 3 <sup>rd</sup> Meetings of Relevant Quarter)
05/09/2015	05/11/2015	25 Days (Gap between 3 <sup>rd</sup> and 4 <sup>th</sup> meetings of Relevant Quarter)
	01/12/2015	25 Days (Gap between the last meeting of the Previous Quarter and the first meeting of the Relevant Quarter)
		4 Days (Gap between 2 <sup>nd</sup> and 3 <sup>rd</sup> meetings of Previous Quarter)
		18 Days (Gap between 1 <sup>st</sup> and 2 <sup>nd</sup> meetings of Previous Quarter)

#### IV. Meeting of Committees

NAME OF COMMITTEE	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
AUDIT COMMITTEE	05/11/2015	YES	12/08/2015	84 Days
STAKEHOLDER RELATIONSHIP COMMITTEE	05/11/2015	YES	12/08/2015	84 Days
NOMINATION AND REMUNERATION COMMITTEE	05/11/2015	YES	12/08/2015	84 Days

#### V. Related Party Transactions

Subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - YES
  - Nomination & Remuneration Committee - YES
  - Stakeholders relationship committee - YES
- The committee members have been made aware of their powers, role, and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
- This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here:




**NAME – NITESH KUMAR SINGH**  
**DESIGNATION – COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**PLACE – DELHI**  
**DATE – 15/01/2016**