

CHANDRA PRABHU INTERNATIONAL LIMITED



CIN L51909DL1984PLC019441

REGD. OFFICE : 1ST FLOOR, 14, RANI JHANSI ROAD, NEW DELHI-110055 PH.: +91-11-23516567 FAX : +91-11-23553698
CORPORATE OFFICE : SUITE 522, 5TH FLOOR, GALLERIA TOWERS, DLF PHASE-IV, GURUGRAM-122009 (HR)
Ph.: +91-124-44754936, E-mail : info@cpil.com Website : www.cpil.com

THROUGH BSE LISTING PORTAL

Date – 26th August, 2021

To,
Bombay Stock Exchange Limited,
1st Floor, New Trading Ring,
P J Tower, Dalal Street,
Mumbai – 400001

Scrip Code – 530309

Subject- Intimation regarding 36th Annual General Meeting, Book Closure, Cut -Off Date, E-Voting Information and Record Date for the Purpose of Final Dividend for the F.Y 2020-21.

Dear Sir/Madam,

With reference to the above captioned subject and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Schedule III Part A Para A (12), we wish to inform you that the 36th Annual General Meeting of the Company is scheduled to be held on **Tuesday, 21st September, 2021 at 12:00 P.M. (IST)** through Video Conferencing (“VC”) facility/Other Audio Visual Means (“OAVM”) without physical presence of the members at a common venue, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Integrated Annual Report is available on the following Link:

<https://drive.google.com/file/d/1Lu422pBNVYFcZP4Y2twHsPWI-oJEhXku/view?usp=sharing>

Further, pursuant to Section 91 of the Companies Act 2013 and as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 15th September, 2021 to Tuesday, 21st September, 2021 (both days inclusive) for the purpose of 36th Annual General Meeting of the company & Payment of Final Dividend. The Company has fixed the **Tuesday, September 14, 2021** as ‘**Record Date**’ for the purpose of determining entitlement of the members of the Company to receive Final Dividend of Rs. 1/- per Equity Share as recommended by the Board. The said dividend if approved at the ensuing Annual General Meeting shall be paid to those members whose names appear in the Register of Members /list of Beneficial Owners at the end of business hours on Tuesday, September 14, 2021.

The Company pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and as per Regulation 44 (2) of the SEBI (Listing

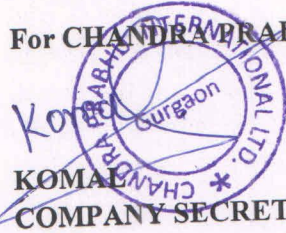
Obligations and Disclosure Requirements) Regulations, 2015, read with Circular Nos. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 ('MCA Circulars') and also the Circular dated 12th May, 2020 and 15th January, 2021, issued by the Securities and Exchange Board of India ("SEBI Circular"), has provided "remote e-voting" and "e-voting" facility to the members before and during the AGM in respect of the Ordinary and Special Business as set forth in the Notice of AGM through electronic voting system of National Securities Depository Limited (NSDL). Members holding shares either in physical or in demat mode as on the **cut-off date i.e., Tuesday, 14th September, 2021** may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The remote e-voting shall commence from **Saturday, 18th September, 2021 at 9:00 a.m. and ends on Monday, 20th September, 2021 at 5:00 p.m.**

This information and Annual Report are also available on website of the Company at www.cpil.com.

You are kindly requested to take the same on record.

Thanking you,

For CHANDRA PRABHU INTERNATIONAL LIMITED



KOMAL
COMPANY SECRETARY & COMPLIANCE OFFICER

C.C :

- 1) M/S Central Depository Services (India) Ltd., Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Mumbai - 400 001.
- 2) M/s. National Securities Depository Ltd., Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
- 3) M/s. Alankit Assignments Limited, Alankit Heights 4E/2, Jhandewalan Extension, New Delhi - 110 055



CHANDRA PRABHU INTERNATIONAL LIMITED

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

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

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

(CIN: L51909DL1984PLC019441)

NOTICE

Notice is hereby given that the **36th Annual General Meeting (AGM)** of the members of **CHANDRA PRABHU INTERNATIONAL LIMITED** will be held on **Tuesday, the 21st day of September, 2021 at 12.00 P.M. IST through Video Conferencing (“VC”) or other Audio Visual Means (“OAVM”)** to transact the following business:-

ORDINARY BUSINESSES

- To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2021, 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, 2021, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2021 together with all the notes annexed and the Director’s and Auditor’s Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

- To declare the Final Dividend of Rs. 1/- per Equity Shares of Rs. 10/- each declared by the Board of Directors in their meeting held on June 25, 2021 for the Financial Year ended March 31, 2021 and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the Company do declare and pay a final dividend of Rs. 1/- per equity share of face value of Rs. 10/- each on 3698000 equity shares fully paid-up for the financial year ended March 31, 2021 to those Members whose names will appear on the

Register of Members or who will be the beneficial owners of equity shares of the Company on September 14, 2021 be and is hereby noted and confirmed”.

- To appoint a Director in place of Mrs. Hemlata Jain (DIN: 00049212), who retires by rotation and being eligible, has offered herself for re-appointment 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, Mrs. Hemlata Jain (DIN: 00049212), who retires by rotation at this meeting, and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company”.

SPECIAL BUSINESSES

- Appointment of Mr. Tilak Raj Goyal (DIN: 00403414) as an Independent Director of the company.**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the act and in compliance with regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Tilak Raj Goyal (DIN:-00403414), who was appointed as an additional director on the recommendation of Nomination and Remuneration Committee, (in the category of Non-Executive Independent Director) w.e.f. 25 June, 2021,



pursuant to the provisions of section 149, 161(1) of the act, and who holds office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria for dependence 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 be and is hereby appointed as an independent Non-Executive director of the company to hold office for 5 (five) consecutive years w.e.f. June 25, 2021 to June 24, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the board of directors and/or company secretary of the company be and are hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient, desirable to give effect to the above resolution.”

5. Appointment of Branch Auditors of the Company

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

“**RESOLVED THAT** pursuant to the provision of section 143(8), Rules made there under and other applicable provisions if any of the Companies Act, 2013 (Act.) as amended from time to time, the Board of Directors be and is hereby authorized to appoint branch auditors of the any branch office of the company, whether existing or which may be opened/acquired hereafter, in consultation with the Company's auditors, any person(s) qualified to act as branch auditor within the provision of section 143(8) of the Act and to fixed their remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle an execute such documents/deeds/writings/papers and agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the

legal and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its committee(s)/director(s) or any officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit.”

By order of the Board
Chandra Prabhu International Limited

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Date : July 30, 2021,

Place : Gurugram

Corporate Identification Number (CIN):

L51909DL1984PLC019441

Registered Office:

14, Rani Jhansi Road, New Delhi-110055

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

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

Website: www.cpil.com



Notes:

- (i) The relevant Explanatory Statement and reasons in respect of proposed Special Business (es) pursuant to Section 102 of the Companies Act, 2013 are annexed hereto. The relevant details pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 (“SEBI Listing Regulation”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/reappointment at this Annual General Meeting are also annexed herewith.
- (ii) As you are aware, in view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) have permitted conducting the Annual General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”). In this regard, the regulatory authorities have issued various Circulars prescribing the procedure and manner of conducting the Annual General Meeting through VC/OAVM vide Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 02/2021 dated 13th January, 2021 (“MCA Circulars”) and Securities Exchange Board of India (SEBI) Circular dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated 15th January, 2021 (“SEBI Circulars”). In Compliance with MCA and SEBI Circulars, the forthcoming 36th AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) from a common venue. Hence, Members can attend and participate in the ensuing AGM and also vote through VC/OAVM without physical presence of the Members at a common venue.
- (iii) In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 36th

Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM”). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

- (iv) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- (v) A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- (vi) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



- (vi) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (viii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated 12th May 2020 & 15th January, 2021, the Notice of 36th AGM along with Annual Report for the financial year 2020-21 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 2020-21 can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
- (ix) Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for F.Y.2020-21 and Notice of 36th 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.
- (x) 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.
- (xi) All the documents referred to in the accompanying Notice of AGM and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM upon log-in to NSDL e-voting system at www.evoting.nsdl.com.
- (xii) 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 15, 2021 to Tuesday, September 21, 2021 (both days inclusive) for the purpose of Annual General Meeting & payment of Final Dividend.
- (xiii) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, i.e. Alankit Assignment Ltd. 4E/2, Jhandewalan Extension, New Delhi- 110055, quoting their Folio Number(s).
- (xiv) Pursuant to the requirements of Corporate Governance under Regulation 27 of SEBI (Listing 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.
- (xv) Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for the FY. 2020-2021 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, cs@cpil.com.
- (xvi) Pursuant to the provisions of Section 124(5) of the Companies Act 2013, dividend for the Financial year ended March 31, 2014, which shall be remained unclaimed or unpaid for a period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (IEPF) established under section 125 of the Companies act, 2013. Member(s) who have not encash their dividend warrants so far for the financial



year ended March 31, 2014 or any subsequent financial year are requested to make their claims to the office of the Registrar and Share Transfer Agents, Alankit Assignment Ltd, 4E/2, Jhandewalan Extension, New Delhi-110055. The dividend for the financial year ended March 31, 2014 will be transferred to the aforesaid account on or before November 28, 2021.

- (xvii) Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Alankit Assignment Ltd., Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 shall be transferred to the Investor Education Protection Fund.
- (xviii) The Board of Directors in their meeting held on June 25, 2021 have recommended Rs. 1.00/- per equity share of Face Value of Rs.10/- each as the Final dividend for financial year ended on 31 March, 2021 and the resolution regarding the declaration/payment of final payment for the approval of the members is given in the notice.
- (xix) The final dividend, once approved by the Members, will be paid electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in demat mode) and with the RTA (where shares are held in physical mode) to receive dividend directly into their bank account.
- (xx) The payment of final equity dividend, if approved by the Members at the 36th Annual General Meeting subject to deduction of tax at source will be made on or before Wednesday, October 20, 2021 as under :
- a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) as of the end of business hours on Tuesday, September 14, 2021 and
 - b) To all those Members holding shares in physical form after giving effect to all valid share transmission and transposition requests lodged with the Company as of the end of business hours on Tuesday, September 14, 2021.
- (xxi) 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 Assignment 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.
- (xxii) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.
- In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings dematerialized form. Members can contact the Company or company's Registrar & Transfer Agent (RTA) i.e. Alankit Assignment Ltd for assistance in this regard.
- (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, for the procedure of obtaining the duplicate share certificates.



(xxiv) 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.

(xxv) Non-Resident shareholders: Non-Resident shareholders 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.

(xxvi) 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.

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

(xxviii) 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.

Further, Mr. Nishant Goyal resigned from the post of Directorship dated June 20, 2020 and Mr. Prakash Goyal Independent Director of the Company ceased from the directorship due to death dated May 01, 2021.

Mr. Tilak Raj Goyal was appointed as Additional Director (Non Executive Independent) dated June 25, 2021.

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

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

Brief resume pursuant to the Listing 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.

(xxix) 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 36th AGM.

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

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

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



INSTRUCTIONS REGARDING TAX DEDUCTED AT SOURCE (TDS)

As per the Income-tax Act, 1961 ('the Act'), as amended by the Finance Act, 2020, dividends declared or distributed or paid by a Company on or after April 1, 2020 shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from the dividend to be paid to members at the time of distribution or payment of dividend. The tax so deducted will be paid to the credit of the Central Government.

The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company in accordance with the applicable provisions of the Act. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC, etc., to their Depository Participants in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

A separate email will be sent at the registered email id of the members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source of the final equity dividend payout. The intimation will also be uploaded on the website of the Company.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by email to cs@cpil.com. or rta@alankit.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non resident shareholders can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits at or with depository participants.

Voting through electronic means:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by SEBI and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as electronic voting on the date of the AGM will be provided by NSDL. The details of the process and manner for remote e-voting for individuals, non- individuals and members holding in physical form are explained herein below:

- The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process. **The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**

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

The remote e-voting period begins on **Saturday, 18th September, 2021 at 9:00 A.M.** and ends on **Monday, 20th September, 2021 at 5:00 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. **14th September, 2021**, 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 **14th September, 2021**.



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

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 | <p>1. 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. NSDLand 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.</p> |

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. 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.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store

Google Play





| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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</p> |

| | |
|--|--|
| | <p>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.</p> |
|--|--|

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 |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p> |

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?

- 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.



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:

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

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

c) How to retrieve your 'initial password'?

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

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

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

- a) Click on **“Forgot User Details/ Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



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

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?

1. 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.
2. 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 General Meeting”.
3. 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. together with attested specimen signature of the duly authorized signatory(ies) who are

authorized to vote, to the Scrutinizer through e-mail to kksandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot user Details/ password?” or “Physical user Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-1020-990 & 1800-224 430 or send a request at e-voting@nsdl.co.in

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

- The Board of Directors has appointed Krishna Kumar Singh (Membership No. FCS 8493) proprietor of KKS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- The facility for voting through electronic voting system shall also be made available at the AGM and the members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote through e-voting system at the AGM.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through Video Conferencing but shall not be entitled to cast their vote again.
- A member can vote either by remote e-voting or at the AGM through electronic mode. In case a member votes by both the modes then the votes cast through remote e-voting shall prevail and votes cast at the AGM shall be considered invalid.



INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAVE FORGOTTEN THE PASSWORD:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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:

- In case shares are held in physical mode** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company's RTA 's respective email id: rta@alankit.com
- 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 our RTA M/s Alankit Assignments Limited at rta@alankit.com/ can also contact to their depository participant. 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.co.in 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.

5. The company/RTA shall co-ordinate with NSDL and provide the login credentials to the above mentioned shareholders.

6. For Permanent registration of their e-mail address, Members holding shares in demat form are requested to update the same with their Depository Participant (“DPs”) and to Registrar in case the Members are holding shares in physical Form.

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders/members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders/Members who have voted through Remote E-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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 link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General 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. Shareholders/Members are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders/Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions atleast 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. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

6. 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 15 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 / 1800-222-990.

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.

Other Instructions:

I. The remote e-voting period commences on Saturday September 18, 2021 (9:00 am) IST and ends on Monday September 20, 2021 (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 Tuesday, September 14, 2021, 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 Tuesday, September 14, 2021, 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. Tuesday, September 14, 2021 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 September 14, 2021, 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. September 14, 2021 are requested to send the written / email communication to the Company's RTA at rta@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 Saturday 18th September, 2021 (IST) and ends on Monday, 20th September, 2021 (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 within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(vii) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cpil.com and on the website of NSDL and

communicated to the BSE Limited where the shares of the Company are listed.

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

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Date : July 30, 2021

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. 4 & 5 of the accompanying Notice:

Item No 4

Pursuant to the provisions of 149 of the Companies Act and in due Compliance with regulation 17 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the composition of the Board of the Directors of the company should have at least two Independent Directors (Non Executive) and the Company needs to appoint one more Independent Director on the Board post cessation of Mr. Prakash Goyal Independent director due to death.

Mr. Tilak Raj Goyal aged about 58 years is a Practicing Chartered Accountant & Insolvency professional (IBBI) and has more than 35 years of experience in the field of Strategic Financial Planning, Audit and Taxation, Fund Sourcing & Budgetary Control etc.

In the opinion of the Board, Mr. Tilak Raj Goyal fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013, Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management of the Company.

On the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 25th June, 2021 appointed Mr. Tilak Raj Goyal (DIN: 00403414) as an Additional Director (Non-Executive Independent) for the period of 5 years w.e.f 25th June, 2021 subject to approval of members, in terms of provisions of Section 149, 161(1) of the Companies Act, 2013, read with the Articles of Association (AOA) of the Company. However, according to Section 161(1) of the Companies Act, 2013 Mr. Tilak Raj Goyal holds office only upto the date of forthcoming Annual General Meeting of the Company but is eligible for appointment as a Director of the Company.

The Company has received from Mr. Tilak Raj Goyal (1) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority. The Board of Directors state that the appointment of Mr. Tilak Raj Goyal would be in the interest of the Company and its Shareholders.

The board recommended for the approval of the Members by way of Ordinary resolution, the appointment of Mr. Tilak Raj Goyal as an Independent Director of the Company, not liable to retire by rotation; in terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re enactments(s) thereof for the time being in force), for a term of 5 (five) consecutive years from 25th June, 2021 upto 24th June, 2026.



Copy of draft letter of appointment of Independent Director setting out the terms and conditions of appointment will be available for inspection by the members during the AGM upon log-in to NSDL e-voting system at www.evoting.nsdl.com.

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

None of the Directors, key managerial personnel and/or their relative, except Mr. Tilak Raj Goyal is concerned or interested in the Resolution at the **item no. 4** of accompanying notice.

Item No 5

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

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

None of the Directors or Key Managerial Personnel (KMP) or relatives of the Directors and KMP is concerned or interested in the resolution at the **item no. 5** of accompanying notice.

By order of the Board of Directors

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Date : July 30, 2021

Place : Gurugram

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

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

Corporate Office: 522, Fifth Floor, DLF Galleria

Commercial Complex, DLF City Phase IV,

Gurugram, Haryana-122009

Phone : +91-124-44754936

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



Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for appointment/re-appointment vide item no. 03 & 04 is as follows:

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

| Particulars | Mrs. Hemlata Jain | Mr. Tilak Raj Goyal |
|--|---|--|
| Date of Birth | 05/06/1955 | 17/09/1962 |
| DIN | 00049212 | 00403414 |
| Date of Appointment/reappointment | 16/09/2017 | 25/06/2021 |
| Nationality | Indian | Indian |
| Qualification | Commerce Graduate | Chartered Accountant & Insolvency professional |
| Expertise in specific functional areas | Experience in General Management & Administration | Experience in the field of Strategic Financial Planning, Audit and Taxation, Fund Sourcing & Budgetary Control etc |
| Directorship held in other Companies (excluding Foreign Company) | N.A. | ESCV Consulting Services 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 | 1278111 Equity Shares (34.56%) | - |
| Inter-se Relationship between Directors | Mrs. Hemlata Jain is the wife of Mr. Gajraj Jain (Chairman Cum Managing Director) | None |