

# CHANDRA PRABHU INTERNATIONAL LIMITED

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

Date-29th September, 2018

CORPORATE ANNOUNCEMENT

The Deptt. of Corporate Services, Bombay Stock Exchange Limited, Rotunda Building, P J Towers, Dalal Street, Fort, <u>Mumbai - 400 001.</u>

#### REF: SCRIPT CODE-530309

SUB: Voting results for the resolutions passed at the 33rd Annual General Meeting Held On Friday, September 28, 2018

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 entered into with the Stock Exchanges, we hereby enclose herewith the voting results declared for the resolutions passed at the 33rd Annual General Meeting of the Company held on Friday, the September 28, 2018.

- Date of Annual General Meeting: Friday, the September 28, 2018, 10.00 a.m.
- Total number of shareholders on record Date:1602
- No. of shareholders present in the meeting either in person or through proxy .

:20

- Promoter & Promoter Group: 8 5
- 2 Public
- No. of shareholders attended the meeting Video Conferencing .
  - Promoter & Promoter Group : Nil : Nil
  - Public 4
- The details of resolutions passed in the Annual General Meeting is enclosed herewith as Annexure-A.

Kindly take the above on record and acknowledge receipt.

Thanking you, Yours faithfully, For CHANDRA PRABHU INTERNATIONAL LIMITED awomenty New Delhi MANSI MEHTA COMPANY SECRETARY & COMPLIANCE OFFICER Encl: As Above

# Details for reporting as per Regulation 44(3) of SEBI (LODR) Requirement, 2015 based on result of E-voting/Poll

### Resolution 1 - Ordinary Resolution (Ordinary Business)

Consideration and Adoption of Audited Financial Statement(Standalone & Consolidated) of the company for the financial year ended on 31st March, 2018 and reports of the Board of Directors and Auditors thereon.

	Deta	uls for repor	ting as per R	egulation 44	(3) of SEBI(LO	DR)2015 base	ed on result	of Evoting/P	011
3. No	Promoter /Public	Mode of voting	No. of shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
-			[1]	[2]	[3]=[(2)/(1)]* 100	[4]	[5]	[6]=[(4)/(2 )]*100	[7]=[(5)/( 2)]*100
1	Promoter and Promoter Group	E- voting	2342235	2342235	100.00	2342235	0	100	0
	choup	Poll				•	-	-	-
		Sub Total	2342235	2342235	100.00	2342235	0	100.00	0
2	Public- Institutional	E- voting		<u>a</u>			-		-
	holders	Poll		•		-		•	-
		Sub Total			- 1		-		0
3	Public- Others	E- voting	1355765	95385	7.03	38307	57078	40	60
		Poll		9500	0.70	9500	0	100	-
		Sub Total	1355765	104885	7.73	47807	57078	45.58	54.42
-	Total		3698000	2447120	66.17	2390042	57078	97.67	2.33



## Resolution 2 - Ordinary Resolution (Ordinary Business)

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

	Detai	ls for repor	ting as per Re	gulation 44	(3) of SEBI(LO	DRJ2015 Dasc			
	Promoter /Public	Mode of voting	No. of shares Held	votes	% of Votes Polled on outstanding shares	Votesin	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]* 100	[4]	[5]	[6]=[(4)/(2 )]*100	[7]=[(5)/( 2)]*100
P	Promoter and Promoter	E- voting	2342235	2342235	100.00	2342235	0	100	0
	Group	Poll		1. 1.350	·	•	-	-	-
		Sub Total	2342235	2342235	100.00	2342235	0	100.00	0
2	Public- Institutional	E- voting		-	-		-		-
	holders	Poll						-	-
-		Sub Total		1	•				0
3	Public- Others	E- voting	1355765	95385	7.03	38307	57078	40	60
		Poll		9500	0.70	9500	0	100	-
		Sub Total	1355765	104885	7.73	47807	57078	45.58	54.42
-	Total	-	3698000	2447120	66.17	2390042	57078	97.67	2.33



## Resolution 3 - Ordinary Resolution (Special Business)

Approval to the Appointment of Mr. Jitendra Kumar Mishra (DIN: 07983426) as an Independent Director of the company.

Detai	ls for repor	ting as per Re						% of
Promoter /Public	Mode of voting	No. of shares Held	votes	Polled on outstanding	Votes -in	Votes -	% of Votes in favour on votes polled	Votes against on votes polled
		[1]	[2]	[3]=[(2)/(1)]* 100	[4]	[5]	[6]=[(4)/(2 )]*100	[7]=[(5)/( 2)]*100
Promoter	E- voting	2342235	2342235	100.00	2342235	0	100	0
Group	Poll			-	*	-		
	Sub Total	2342235	2342235	100.00	2342235	0	100.00	0
Public- Institutional	E- voting	-		-				
holders	Poll		-	-			-	
	Sub Total		-					0
Public- Others	E- voting	1355765	95385	7.03	38307	57078	40	60
	Poll		9500	0.70	9500	0	100	-
	Sub Total	1355765	104885	7.73	47807	57078	45.58	54.42
Total		3698000	2447120	66.17	2390042	57078	97.67	2.33
	Promoter /Public Promoter and Promoter Group Public- Institutional holders Public- Others	Promoter /Public woting of voting of	Promoter /Public     Mode of voting     No. of shares       Promoter Promoter Group     Image: Comparison of shares     Image: Comparison of shares       Promoter Group     Image: Comparison of sub Poll     Image: Comparison of sub Total       Public- Institutional holders     E- voting     Image: Comparison of sub Total       Public- Others     E- voting     Image: Comparison of sub Total       Public- Others     E- voting     Image: Comparison of sub Total       Public- Others     E- voting     Image: Comparison of sub Total	Promoter /Public     Mode of voting of voting shares Held     No. of votes polled       Promoter Promoter and Promoter Group     I     I       Promoter and Promoter Group     E- voting Poll     2342235 -       Public- Institutional holders     Sub Total     2342235 -       Public- Institutional holders     E- voting Poll     2342235 -       Public- Institutional holders     E- voting Poll     2342235 -       Public- Institutional holders     E- voting Poll     1355765       Public- Others     E- voting Poll     1355765       Poll     1355765     9500	Promoter /Public     Mode of voting     No. of shares     No. of votes polled     % of Votes Polled     % Polled     % on outstanding shares       Promoter Group     and Poll     [1]     [2]     [3]=[(2)/(1)]* 100       Promoter and Promoter Group     E- voting Poll     2342235     2342235     100.00       Public- Institutional holders     E- voting     Image: Sub- Total     Image: Sub- Image: Sub- Image: Sub- Image: Sub- Image: Sub-     Image: Sub- Image: Sub-<	Promoter /Public     Mode of voting     No. of shares     No. of votes polled     % of Votes Polled on outstanding shares     No. of Votes -in favour       Image: Promoter and Promoter and Croup     E- voting     [1]     [2]     [3]=[(2)/(1)]* 100     [4]       Promoter and Promoter and Croup     E- voting     2342235     100.00     2342235       Poll     2342235     100.00     2342235       Pollic- Institutional holders     E- voting     2342235     100.00     2342235       Public- Institutional holders     E- voting     2342235     100.00     2342235       Public- Institutional holders     E- voting     1355765     95385     7.03     38307       Public- Others     Foll     1355765     9500     0.70     9500       Public- Others     Sub Total     1355765     104885     7.73     47807	Promoter (PublicMode of votingNo. sharesNo. votes heldNo. votes polled% of Votes Polled on outstanding sharesNo. votes againstNo. votes againstPromoter Promoter GroupIII	Promoter /Public       Mode of voting       No. shares       of votes polled       No. polled       of votes polled       No. polled       Out votes polled       No. votes polled       No. polled       Votes polled       No. polled       Votes polled       Votes poled       Votes polled       Vote



# Resolution 4 - Ordinary Resolution (Special Business)

Approval for service of documents to members pursuant to section 20 of the companies, 2013.

	De	tails for report	ting as per Reg	gulation 44(	3) 01 5661(10)			7	
	Promoter /Public	Mode of voting	No. of shares Held	votes polled	% of Votes Polled on outstanding shares	Votes -in	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
1			[1]	[2]	[3]=[(2)/(1)]* 100	[4]	[5]	[6]=[(4)/(2 )]*100	[7]=[(5)/( 2)]*100
	Promoter	and E- voting	2342235	2342235	100.00	2342235	0	100	0
	Group	Poll		•			0	100.00	0
		Sub Total	2342235	2342235	100.00	2342235	0	100.00	
2	Public- Institution	nal E- voting	-		-	-	-	-	-
	holders	Poll		-	-		-	-	
		Sub Total			-		•		0
3	Public- Others	E- voting	1355765	95385	7.03	38307	57078	40	60
		Poll		9500	0.70	9500	0	100	
-		Sub Total	1355765	104885	7.73	47807	57078	45.58	54.42
+	Total		3698000	2447120	66.17	2390042	57078	97.67	2.33



# Resolution 5 - Ordinary Resolution (Special Business)

Approval to Appointment of Branch Auditors of the Company.

	Deta	ls for report	ting as per Re		3) of SEBI(LO			1 martine and the second	% of
. H	Promoter /Public	Mode of voting	No. of shares Held	votes polled	% of Votes Polled on outstanding shares	Votesin	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]* 100	[4]	[5]	[6]=[(4)/(2 )]*100	[7]=[(5)/( 2)]*100
.1	Promoter and Promoter Group	E- voting	2342235	2342235	100.00	2342235	0	100	0
	Group	Poll		•	•	• •	-	100.00	0
		Sub Total	2342235	2342235	100.00	2342235	0	100.00	-
2	Public- Institutional	E- voting				·			
	holders	Poll			-			-	-
		Sub Total		- 1	i		-		0
3.	Public- Others	E- voting	1355765	95385	7.03	38307	57078	40	60
12	1	Poll		9500	0.70	9500	0	100	-
-		Sub Total	1355765	104885	7.73	47807	57078	45.58	54.42
H	Total	-	3698000	2447120	66.17	2390042	57078	97.67	2.33

For CHANDRA PRABHU INTERNATIONAL LIMITED

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New Delhi

MANSI MEHTA COMPANY SECRETARY & COMPLIANCE OFFICER



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#### Form MGT-13 SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration Rules, 2014}

To

The Chairman Chandra Prabhu International Limited 14, Rani Jhansi Road, Delhi- 110055

Dear Sir,

Sub:- Consolidated scrutinizer report on remote e-voting conducted pursuant to the provision of section 108 of companies act, 2013 read with rule 20 of the companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the 33rd Annual General Meeting of Chandra Prabhu International Limited held on Friday, September 28, 2018 at 10.00 a.m.

I, Krishna Kumar Singh, a Company Secretary in practice of M/s KKS &Associates, Company Secretaries, had been appointed as a scrutinizer by

- 1. i) the Board of Directors of Chandra Prabhu International Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct remote e-voting process in respect of below mentioned resolutions, as mentioned in the Notice to the 33rd Annual General Meeting of Chandra Prabhu International Limited along with statement setting out material facts under Section 102 of the Companies Act 2013, which were sent to the shareholders.
  - ii) the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 33rd Annual General Meeting (AGM) of the members of the Company, held on Friday, September 28, 2018 at 10.00 am. at Madhu Farm House, Jain Colony, Near Balajee Properties, Thane Vala Road, Bhalaswa Dairy, New Delhi-110042.
- 2. The management of the Company is responsible to ensure the compliance with the



Office : 3" Floor, 14, Rani Jhansi Road, New Delhi-110055 Also at : Suite 401, Galleria Towers, DLF Phase-IV, Gurgaon (Haryana) - 122009 requirements of the Companies Act, 2013 and Rules relating to e- voting and poll on the resolutions contained in the Notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast 'in favor'' or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting.

- 3. The shareholders of the company holding shares as on the "cut-off" date of September 21, 2018 were entitled to vote electronically on the Resolutions as contained in the Notice of the Annual General Meeting. The voting period for remote e-voting commenced on Tuesday, September 25, 2018 at 9.00 am (IST) and ended on Thursday, September 27, 2018 at 5.00 p.m. (IST) and NSDL e-voting platform was blocked thereafter.
- 4. At the 33<sup>rd</sup> AGM of the Company held on Friday, September 28, 2018 at 10.00 am. at Madhu Farm House, Jain Colony, Near Balajee Properties, Thane Vala Road, Bhalaswa Dairy, New Delhi-110042, India, a Poll was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the e-voting to cast their votes through the poll.
- 5. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
- 6. Thereafter votes cast under remote e-voting facility was unblocked in the presence of two (2) witnesses not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the vote cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and vote through poll.

I now submit my consolidated Scrutinizer's Report on the result of the remote evoting and voting at the meeting in respect of the said resolutions contained in the notice to the AGM.

For KKS & Associates Company Secretaries

Krishna Kumar Singh Proprietor M.no.-8493 C.PNo.-9760

Place Dated



New Delhi 29-September-2018 I hereby submit herewith my Consolidated scrutinizer report on the results of remote e-voting together with that of Poll as under:-

#### Resolution 1 – Ordinary Resolution (Ordinary Business)

Consideration and Adoption of Audited Financial Statement(Standalone & Consolidated) of the company for the financial year ended on 31st March, 2018 and reports of the Board of Directors and Auditors thereon.

Number of Members voted	Votes in for resolut	avour of the ion	Votes agai resolutio		Invalia votes
	Nos.	% of total Number of valid votes cast in Favour of	Nos.	% of total number of valid votes cast in against	Nos.
37	2390042	97.67	57078	2.33	Nil

#### Resolution 2 – Ordinary Resolution (Ordinary Business)

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

Number of Members voted	Votes in for resoluti	on	Votes aga resolutio		Invalia votes
	Nos.	% of total Number of valid votes cast in Favour	Nos.	% of total number of valid votes cast in against	Nos.
37	2390042	97.67	57078	2.33	Nil



#### Resolution 3 – Ordinary Resolution (Special Business)

Approval to the Appointment of Mr. Jitendra Kumar Mishra (DIN: 07983426) as an Independent Director of the company.

Number of Members voted	Votes in favour of the resolution		Votes aga resoluti	Invalid votes	
	Nos.	% of total Number of valid votes cast in Favour of Against)	Nos.	% of total number of valid votes cast in against	Nos.
37	2390042	97.67	57078	2.33	Nil

#### Resolution 4 – Ordinary Resolution (Special Business)

Approval for service of documents to members pursuant to section 20 of the companies, 2013.

Number of Members voted	Votes in favour of the resolution		Votes ago resoluti	Invalid votes	
	Nos.	% of total Number of valid votes cast in Favour of Against)	Nos.	% of total number of valid votes cast in against	Nos.
37	2390042	97.67	57078	2.33	Nil

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### Resolution 5 – Ordinary Resolution (Special Business)

Approval to Appointment of Branch Auditors of the Company.

Number of Members voted	a consideration of the	Votes in favour of the resolution		Votes against the resolution		
	Nos.	% of total Number of valid votes cast in Favour of Against)	Nos.	% of total number of valid votes cast in against	Nos.	
37	2390042	97.67	57078	2.33	Nil	

For KKS & Associates Company Secretaries

Krishna Kumar Singh Proprietor M.no.-8493 C.PNo.-9760

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Place Dated



New Delhi 29-September-2018