

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

To,
Bombay Stock Exchange Limited,
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Date: 03.09.2019

Scrip Code – 530309

Subject- Intimation regarding 34th Annual General Meeting, Book Closure (Record Date) & E-Voting.

Dear Sir/Madam,

With reference to the above captioned subject and pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Schedule III Part A Para A (12), we wish to inform you that the 34th Annual General Meeting of the Company is scheduled to be held on **Saturday, 28th September, 2019 at Satvik by Chabra Farms, Pushpanjali Farms, G-1, Dwarka Link Road, Near Tivoli, Bijwasan, New Delhi-110037 at 10.00 A.M.**

Further Pursuant to Sec 91 of the Companies Act 2013 and as per Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2019 to Saturday, 28th September, 2019 (both days inclusive) for the purpose of 34th Annual General Meeting and Proposed Final Dividend of the Company. The Record date for the purpose of Proposed Final Dividend will be Saturday, September 21, 2019.

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 Obligation and Disclosure Requirements) Regulations, 2015, has provided electronic voting (e-voting) facility to the members through electronic voting platform of National Securities Depository Limited (NSDL). Members holding shares either in physical or in demat mode as on the cut-off date i.e. Saturday, 21st September, 2019 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The e-voting shall commence from Wednesday, 25th September, 2019 at 9:00 a.m. and ends on Friday, 27th September, 2019 at 5:00 p.m.

You are kindly requested to take the same on record.

Thanking you,

For CHANDRA PRABHU INTERNATIONAL LIMITED

MANSI MEHTA

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



To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) ,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 Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Nishant Goyal (DIN:-06541748), who was appointed as an Independent Director at the Twenty ninth Annual General Meeting of the company and who holds office up to September 29,2019 and who is eligible for re-appointment and who also meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted declaration to that effect, be and is hereby re-appointed as an Independent Director of the company (whose office shall not be liable to retire by rotation,) to hold office for a second term of five years commencing with effect from September 30, 2019 up to September 29, 2024.

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

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

To consider and if thought fit to pass the following resolution as an **Ordinary 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 from with effect from 17th April , 2020 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 overall 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.

RESOLVED FURTHER THAT the Board of directors and/or the company secretary be and is hereby 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.”

7. 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”.

8. To Consider And Approve Borrowing Limit Of The Company U/S 180(1)(C) Of The Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications) or re-enactment thereof for the time being in force), the consent of members be and is hereby accorded to the Board of Directors of the Company for borrowing for and on behalf of Company any sum or sums of money from time to time from any one or more of the Company's Bankers and/ or from any one or more other persons, firms, bodies Corporate, or financial institutions whether by way of cash credit, advance, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the monies so borrowed together with monies, if any already borrowed by the Company (apart from temporary loans obtained from the Company 's bankers in the ordinary course of

business) may exceed the aggregate of the paid up share capital of the company and its free reserves that is to say, reserves not set apart for any specific purpose provided that the total amount outstanding at any time shall not exceed **Rs. 50 Crores (Rupees Fifty Crores Only)** in excess of the aggregate of the paid up share capital of the Company & its free reserves as aforesaid from time to time.

“**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 officers 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 : August 28, 2019

Place : New Delhi

Corporate Identification Number (CIN):

L51909DL1984PLC019441

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

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

Email: investor@cpil.com, 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) **EVERY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.**
- PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE ANNUAL GENERAL MEETING. REVENUE STAMP SHOULD BE AFFIXED ON THE PROXY FORM. FORM WITHOUT REVENUE STAMP LIABLE TO CONSIDERED AS INVALID.**
- (iii) Proxy in prescribed **Form No. MGT-11** is enclosed herewith. Proxy shall not have a right to speak at the Meeting.
- (iv) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (v) Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
- (vi) Documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
- (vii) The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, September 23, 2019 to Saturday, September 28, 2019** (both days inclusive) for the purpose of Annual General Meeting.
- (viii) 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).
- (ix) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.



- (x) The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- (xi) As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
- (xii) Pursuant to the requirements of Corporate Governance under Regulation 27 of SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015 entered into with the Stock Exchange(s), the brief resumes of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board/ Committees, shareholding and relationships between Directors inter-se, are provided in the Corporate governance report and Board Report forming part of the Annual Report.
- (xiii) Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
- For members who have not registered their email address, physical copies of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (xiv) Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website www.cpil.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: info@cpil.com, cs@cpil.com
- (xv) Pursuant to the provisions of Section 124(5) of the Companies Act 2013, dividend for the Financial year ended March 31, 2012, 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, 2012 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, 2012 will be transferred to the aforesaid account on or before **December 01, 2019**.



- (xvi) 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.
- (xvii) The Board of Directors in their meeting held on May 28, 2019, have recommended **Re. 0.50/- per share on Equity shares of Face Value of Rs.10/- each as the Final dividend for financial year ended on 31st March, 2019.**
- (xviii) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Alankit Assignment Ltd., Registrar & Share Transfer Agent / NSDL (National Securities Depositories Ltd.) and CDSL (Central Depositories and Services Ltd.).
- (xix) Subject to the provisions of Section 126 of the Act, if the Final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before **Saturday, October 26, 2019** as under:
- i. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours of **Record Date i.e. Saturday, September 21, 2019;**
- ii. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours of **Record Date i.e. on Saturday, September 21, 2019.**
- (xx) To ensure timely credit of dividend through the approved electronic mechanism or dividend warrant/payment instruments, Members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR Code/relevant details to the respective depository participant in case of shares held in demat mode or Registrar and Share Transfer Agents of the Company in case shares held in physical mode, **on or before Saturday, September 21, 2019.**
- (xxi) As per Regulation 40 of SEBI Listing Regulations, as amended, the securities of Listed Companies can be transferred only in dematerialized form w.e.f 01st April 2019, except in case of request received for transmission or transposition of securities.
- In view of this and to eliminate all risks associated with physical shares and for ease of members, members holding shares in physical form are requested to convert their shares in dematerialized form.
- Members can contact company or company's **Registrar & Transfer Agent (RTA) i.e. Alankit assignment ltd** for assistance in this regard.
- (xxii) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and



branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agents to provide efficient and better services.

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

Mr. Prakash Goyal, Mr. Nishant Goyal, Independent director of the company who had been appointed for a period of 5 years w.e.f September 30, 2014 and are not liable to retire by rotation, being eligible, offers themselves for re-appointment as Independent Director of the Company for a term of Five (5) years as detailed in Notice and explanatory Statement of 34th Annual General Meeting annexed herewith & Mr. Jitendra Kumar Mishra being independent director is also not liable to retire by rotation

Mr. Gajraj Jain, who had been appointed Chairman Cum Managing Director for a period of three (3) years i.e. 17/04/2017 to 16/04/2020 as being executive director is not liable to be retire by rotation. However Mr. Gajraj Jain being eligible, offers himself for re-appointment for a further period of three (3) years which is subjected to shareholder's approval as detailed in Notice and explanatory Statement of 34th Annual General Meeting annexed herewith.

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) woman director, retires by rotation and being eligible, offers herself for re-appointment.

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

(xxiv) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.



(xxv) A Route Map along with Prominent Landmark for easy location to reach venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

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

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

Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amendment from time to time, and Regulation 44 of the SEBI Listing Regulations, The Company is pleased to inform that the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in the notice.

The instructions for e-voting are given herein below:

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

(iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

(iv) A member can vote either by remote e-voting or at the AGM. In case a member votes by both the modes then the votes cast through remote e-voting shall prevail and votes cast at the AGM shall be considered invalid.

(v) The Notice of the 34th AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided as below /at the bottom of the Attendance Slip for the 34th AGM:

**EVEN (E Voting Event Number) USER ID
PASSWORD/PIN_____**

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (<http://www.cpil.com/>).

(vi) The details of the process and manner for remote e-voting are explained herein below:

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

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



Details on **Step 1** are mentioned below:

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's section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
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 share 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*****
© For Members holding shares in Physical form	EVEN number followed by Folio Number registered with the company For example, Folio number is 001*** and EVEN IS 101456 then user ID is 101456001***

5. Your password details are given below :
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details / Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.



- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on **Step 2** are mentioned below:

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

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

General guidelines for Shareholders :

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kksandassociates@gmail.com with a copy marked to evoting@nsdl.co.in
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot user Details/ password?” or “Physical user Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
 3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or send a request at e-voting@nsdl.co.in
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.



- III. The e-voting period commences on **Wednesday September 25, 2019 (9:00 am)** and ends on **Friday September 27, 2019 (5:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 21, 2019, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- IV. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **Saturday, September 21, 2019**, Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **September 21, 2019** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@cpil.com or cs@cpil.com
- V. 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 of **September 21, 2019**, and not casting their vote electronically, may only cast their vote at the Annual General 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
Chandra Prabhu International Limited**

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

Date : August 28, 2019

Place : New Delhi

Corporate Identification Number (CIN):

L51909DL1984PLC019441

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

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

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

Website: www.cpil.com



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 to 8** of the accompanying Notice:

Item No 4.

Re-appointment of Mr. Prakash Goyal (DIN:-02598736) as an Independent director of the Company

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Prakash Goyal (DIN: 02598736) as Independent Director, for a second term of five years from 30th September, 2019 to 29th September, 2024, which is subjected to shareholder's approval. Prakash Goyal was appointed as Independent Director at the Twenty Ninth Annual General Meeting (AGM) of the company and holds office upto September 29, 2019. He is not liable to retire by rotation.

The Board Based on the performance evaluation and recommendation of Nomination and remuneration committee, considers that given his background, experience and contribution, the continued association of Mr. Prakash Goyal would be beneficial to the company and it is desirable to continue to avail his services as independent director.

The company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the company. The terms and conditions of his appointment shall be open for inspection by the members at the Registered Office of the company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

A brief profile of **Mr. Prakash Goyal (DIN:- 02598736), Independent Directors** to be appointed is given below:

Mr. Prakash Goyal aged 66 years is a qualified Chartered Accountant and is a Fellow member of Institute of Chartered Accountants of India and has experience of 35 years in the profession of Chartered Accountancy. His expertise in specific functional areas includes Finance, taxation, Funds Management, Business Restructuring, Accounting, Budgeting, Business Planning, Taxation (Direct and Indirect), Treasury operations and Risk Management with Core competencies. He possesses outstanding exposures as a practicing Chartered Accountant of various industries.

The Board commends the resolution as **item no. 4** for approval of members as a **Special resolution**.

Except, Prakash Goyal being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives in any way concerned or interested, financial or otherwise, in the resolution set out at **Item No. 4** of the accompanying Notice.

**Item No 5.****Re-appointment of Mr. Nishant Goyal (DIN:-06541748) as an Independent director of the Company.**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of **Mr. Nishant Goyal (DIN: 06541748)** as Independent Director, for a second term of five years from 30th September, 2019 to 29th September, 2024, not liable to retire by rotation. Nishant Goyal was appointed as Independent Director at the Twenty Ninth Annual General Meeting (AGM) of the company and holds office up to September 29, 2019, which is subjected to shareholder's approval.

The Board Based on the performance evaluation and recommendation of Nomination and remuneration committee considers that given his background, experience and contribution, the continued association of Mr. Nishant Goyal would be beneficial to the company and it is desirable to continue to avail his services as independent director.

The company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the company. The terms and conditions of his appointment shall be open for inspection by the members at the Registered Office of the company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

A brief profile of Mr. Nishant Goyal (DIN:- 06541748), Independent Directors to be appointed is given below:

Nishant Goyal aged 31 years has completed his Masters in Business Administration (M.B.A) in Finance and Marketing from a reputed Business College, Being an entrepreneur having expertise knowledge and experience in business of marketing in the field of footwear industry.

He is holding the position of Directorship in M/s Trinity Polytech Private Limited.

The Board commends the resolution as **item no. 5** for approval of members as a **Special resolution**.

Except Mr. Nishant Goyal, being the appointee, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financially or otherwise, in this resolution at the **item no. 5** of accompanying notice.

Item No 6.**Re-appointment of Mr. Gajraj Jain (DIN : 00049199) as the Chairman Cum Managing Director of the company**

Mr. Gajraj Jain (DIN : 00049199), was appointed as Chairman Cum Managing Director by the members to hold office April 16, 2020. The Board is proposing his re-appointment for a period of Three (3) years and hence continuation of his employment as Executive Chairman Cum Managing Director requires the approval of members by way of an Ordinary Resolution.



In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on **August 28, 2019** approving re-appointment of Mr. Gajraj Jain as Chairman Cum Managing Director of the Company for a further period of three years with effect from April 17, 2020 till April 16, 2023. This is subject to the approval of shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 100 of the Companies Act, 2013. The details of remuneration payable to Mr. Gajraj Jain and the material terms and conditions of the re-appointment are as follows:

- I) Basic / Consolidated Salary – On Honorary Basis
- II) Perquisites as detailed below –
 - Reimbursement of Conveyance, travelling, telephonic expense on actual basis for official purpose.
 - Earned leave/ Privilege Leave: Encashment will be permissible in accordance with the rules of the company.

The Board of the Directors of the company be and is hereby authorized to alter, vary the terms and conditions of the Re-appointment and total emoluments payable to Chairman cum Managing Director as above.

The Board commends the resolution as **item no. 6** for approval of members as an **ordinary resolution**.

Except Mr. Gajraj Jain and Mrs. Hemlata Jain being the appointee, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financially or otherwise, in this resolution at the **item no. 6** of accompanying notice.

Item No 7.

Appointment of Branch Auditor

The Company has branches at Bokaro, Chandasi, Guwahati, Gurgaon, Kolkata & Gandhidham(Gujarat) 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 authorise the board of directors to appoint branch auditors.

The board commends the resolution at **item no.7** 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. 7 of accompanying notice.

Item No 8.

APPROVAL OF BORROWING LIMIT OF THE COMPANY

The company requires to borrow funds from time to time to meet both its short terms and long term business objectives, from various external agencies like banks, bodies corporate, individuals or other kind of lenders. Considering the business plans and the growing fund requirement of the Company, the Company may also need funds for carrying out any unforeseen capital expenditure in the future, it is proposed to increase the existing borrowing unit of the Company.



Approval of the members is therefore sought by way of special resolution pursuant to section 180(1)(c) of the Companies Act, 2013, for grant of power to the Board of directors for borrowing money such that the total amount outstanding at any time shall not exceed the limit Rs. 50 Crores (Rupees Fifty Crores Only) in excess of the aggregate of the paid up share capital & its free reserves as aforesaid from time to time.

The Board of Directors recommends the resolution at **item no. 8** as **special resolution** for the approval of the Members.

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. 8** of accompanying notice.

By order of the Board of Directors
Chandra Prabhu International Ltd.

Date : August 28, 2019

Place : New Delhi

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Corporate Identification Number

(CIN) : L51909DL1984PLC019441

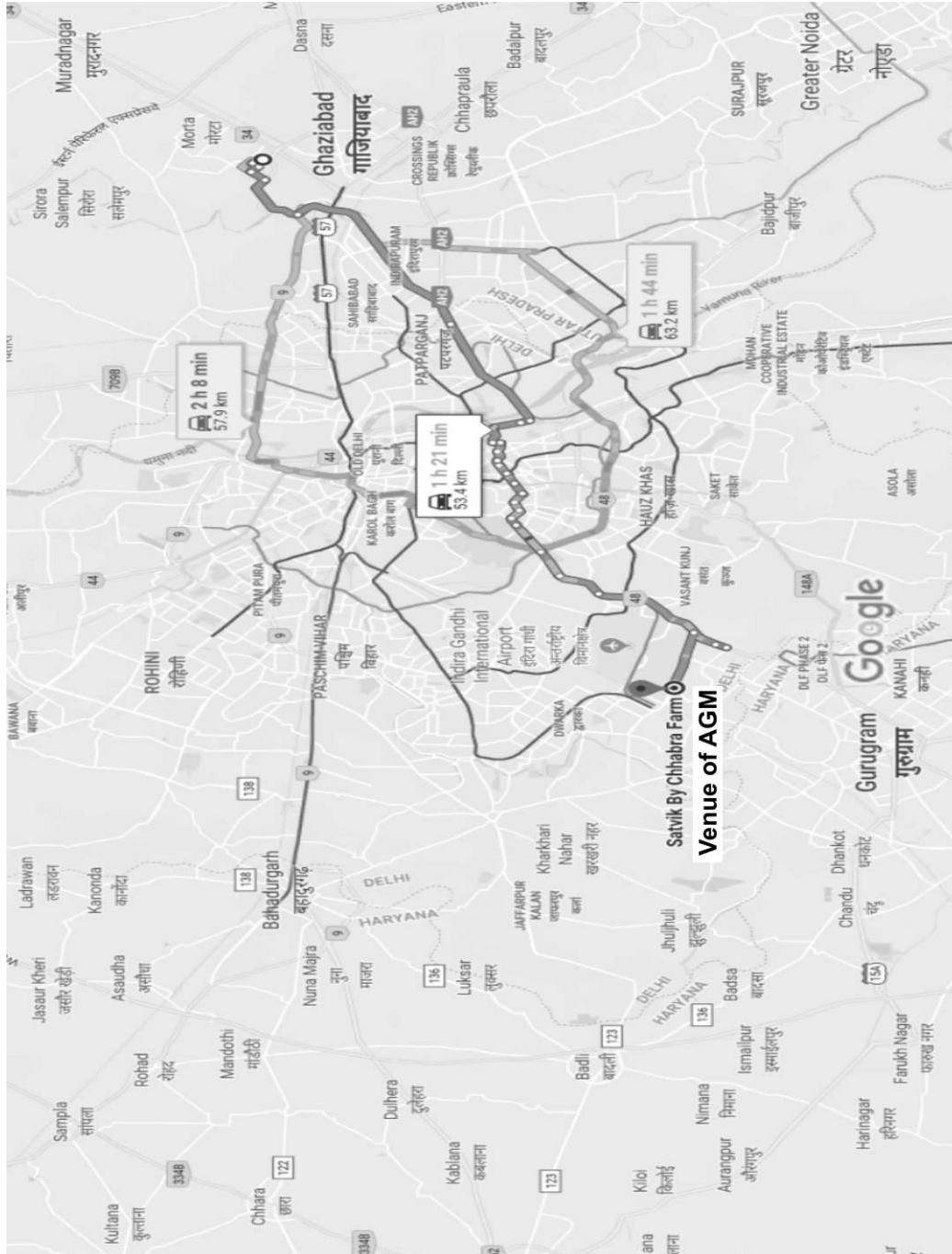
Registered Office: 14, Rani Jhansi Road, New Delhi-110055

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

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



ROUTE MAP OF THE VENUE OF 34TH ANNUAL GENERAL MEETING(AGM) OF
M/s CHANDRA PRABHU INTERNATIONAL LIMITED





CHANDRA PRABHU INTERNATIONAL LIMITED

(CIN: L51909DL1984PLC019441)

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

Email: info@cpil.com; cs@cpil.com; **Phone :** 011-23516567, **Website :** www.cpil.com

34TH ANNUAL GENERAL MEETING, SATURDAY, SEPTEMBER 28, 2019

PROXY FORM

[Pursuant to section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
E-mail ID :	
Folio No./Client ID	
DP	

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

1. Name : _____
 Address : _____
 E-mail : _____ or Failing him

2. Name : _____
 Address : _____
 E-mail : _____ or Failing him

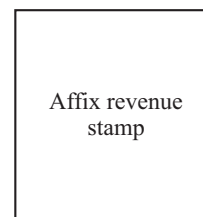
3. Name : _____
 Address : _____
 E-mail : _____ or Failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the **34th Annual General Meeting** of the Company to be held on **Saturday, September 28, 2019, at 10:00 a.m.** at **Satvik By Chabra Farms, Pushpanjali Farms, G-1, Dwarka Link Road, Near Tivoli, Bijwasan, New Delhi - 110037** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	Type of Resolution	For	Against
I.	Ordinary Business			
1	To receive, consider and adopt the Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2019 & the Reports of Directors & the, Auditors' thereon	Ordinary Resolution		
2.	To appoint a Director in place of Mrs. Hemlata Jain (DIN: 00049212), who retires by rotation and being eligible, has offered herself for re-appointment.	Ordinary Resolution		
3.	To declare Final Dividend on equity shares for the FY-2018-19	Ordinary Resolution		
II.	Special Business			
4.	Re-Appointment of Mr. Prakash Goyal (DIN: 02598736) as an Independent director of the Company	Special Resolution		
5.	Re-Appointment of Mr. Nishant Goyal (DIN: 06541748) as an Independent director of the Company	Special Resolution		
6.	Re-Appointment of Mr. Gajraj Jain (DIN: 00049199) as the Chairman cum Managing Director	Ordinary Resolution		
7.	Appointment of Branch Auditors of the Company	Ordinary Resolution		
8.	Approve the Borrowing Powers of the Company U/S 180(1)(C) of the Companies Act, 2013	Special Resolution		

Signed this _____ day of _____, 2019

(Signature of the Shareholder)



Sign across revenue stamp

(Signature of the First Proxy Holder)

(Signature of the Second Proxy Holder)

(Signature of the Third Proxy Holder)

Note :

- (i) The proxy need not be a member
- (ii) The Proxy form duly completed should be deposited at the Registered Office of the Company at Delhi not later than 48 hours before the time of the meeting.
- (iii) *Applicable for investor holding shares in electronic form.



CHANDRA PRABHU INTERNATIONAL LIMITED

(CIN: L51909DL1984PLC019441)

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

Email: info@cpil.com, cs@cpil.com, Phone: 011-23516567 Website : www.cpil.com

34TH ANNUAL GENERAL MEETING, SATURDAY, SEPTEMBER 28, 2019

ATTENDANCE SLIP

I/we hereby confirm and record my/our presence at the 34TH Annual General Meeting of **CHANDRA PRABHU INTERNATIONAL LIMITED** to be held on **Saturday, September 28, 2019**, at 10:00 A.M. at **Satvik by Chabra farms, Pushpanjali Farms, G-1, Dwarka Link Road, Near Tivoli, Bijwasan, New Delhi 110037**.

Folio No.:	DP ID* :	Client ID* :
Full Name and Address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Signature of Shareholder/Proxy

Signature of the Shareholder (S) :.....

Signature of the Shareholder (S) :.....

Signature of the Proxy Holder :.....

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

Note: Please read the instructions printed under the Note to the Notice of 34th AGM dated **Saturday, September 28, 2019**. The Voting period starts from Wednesday, **September 25, 2019 (9:00 am)** and ends on Friday, **September 27, 2019 (5:00 pm)**. The voting module shall be disabled by NSDL for voting thereafter.

Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- i. The Notice of the 34th AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided as below /at the bottom of the Attendance Slip for the 34th AGM:

EVEN (E Voting Event Number) USER ID PASSWORD/PIN _____

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (<http://www.cpil.com/>).
 - ii. NSDL shall also be sending the User-ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above.
 - iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iv. Click on Shareholder – Login
 - v. Put user ID and password as initial password noted in step (i) above. Click Login.
 - vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - viii. Select “EVEN” of Chandra Prabhu International Limited
 - ix. Now you are ready for e-Voting as Cast Vote page opens
 - x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - xi. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote
 - xiii. 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 kksandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xiv. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The e-voting period commences on Wednesday, September 25, 2019 (9:00 am) and ends on Friday, September 27, 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019, 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.
- V. The record date for the purpose of payment of final dividend @ Re. 0.50/- per share on equity shares of face value of Rs. 10/- each for FY 2018-19 will be 21st September 2019
- VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Saturday, September 21, 2019. 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. 21st September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@cpil.com, cs@cpil.com
- VII. The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.(NOTE: The Facility for Voting at AGM/ EGM shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”)
- VIII. 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 of September 21, 2019, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- IX. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the meeting 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.
- X. The Results declared alongwith 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.