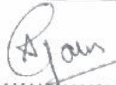
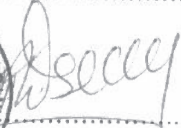




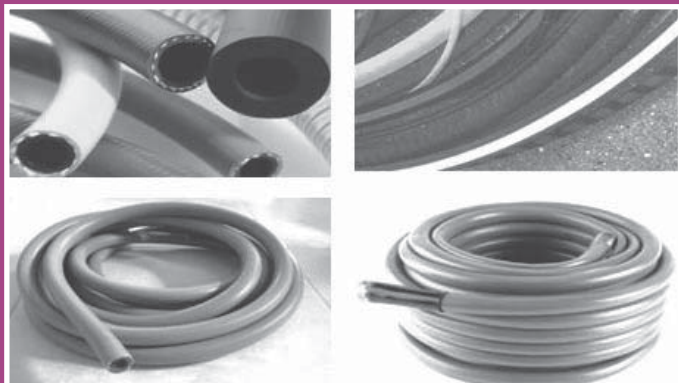
CHANDRA PRABHU INTERNATIONAL LIMITED



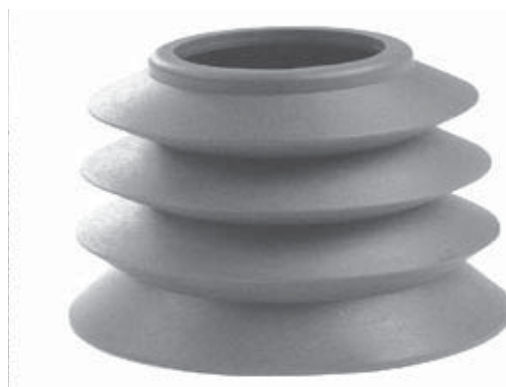
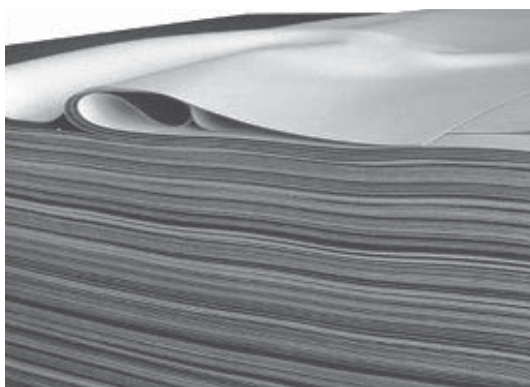
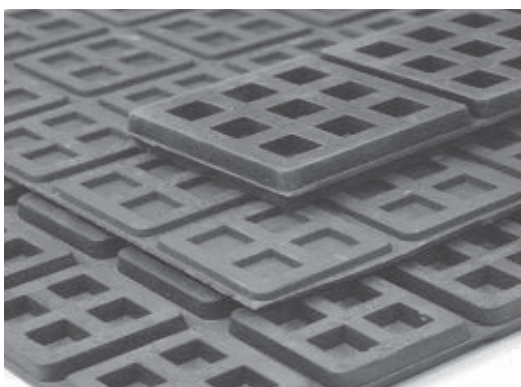
REGD. OFFICE : 1ST FLOOR, 14, RANI JHANSI ROAD, NEW DELHI-110055 ☎ 23516567, 32559597 FAX : 91-11-23553698 E-mail : info@cpil.com Website : www.cpil.co
CIN L51909DL1984PLC019441

FORM A

S. No.	Particulars	Details
1	Name of The Company	Chandra Prabhu International Limited
2	Annual Financial Statements for the year ended	31 st March, 2014
3	Type of Audit observation	Unqualified
4	Frequency Observation	N.A.
5	To be signed by- <ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the Company • Audit Committee Chairman 	<p style="text-align: center;">  Mr. Akash Jain (Managing Director) </p> <p style="text-align: center;">   Jagdish Verma (Auditor) </p> <p style="text-align: center;">  Mr. Prakash Goyal (Chairman) </p>



www.cpil.com



CHANDRA PRABHU INTERNATIONAL LIMITED

29th ANNUAL REPORT 2013-2014



BOARD OF DIRECTORS

MANAGING DIRECTOR

Mr. Akash Jain

DIRECTORS

Mr. Prakash Goyal

Mr. Sanjay Goel

Mr. Nishant Goyal

29TH ANNUAL GENERAL MEETING

DATE : SEPTEMBER 30, 2014

DAY : TUESDAY

TIME : 10.00 AM

VENUE : KHASRA NO. 105/10, ARORA FARMS,
B BLOCK, SANT NAGAR, BURARI,
DELHI-110084

AUDITORS

M/s. J P S & Company

Chartered Accountants

New Delhi

REGD. OFFICE

14, Rani Jhansi Road,

New Delhi 110 055

BRANCHES

Bhatinda, Bokaro, Chandasi,

Guwahati & Gurgaon

BANKERS

State Bank of Bikaner & Jaipur

New Delhi

HDFC, New Delhi

REGISTRAR & SHARE

TRANSFER AGENT

M/s. Alankit Assignments Limited

2E/21, Jhandewalan Extn.

New Delhi - 110055

NOTE : Members are requested to bring their copy of the Annual Report at the time of attending the Annual General Meeting. No extra copies of Annual Report shall be provided at the venue of the AGM.

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

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**CHANDRA PRABHU
INTERNATIONAL LIMITED**

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

CIN: L51909DL1984PLC019441

Email: info@cpil.com Phone: 011-23516567

Website.: www.cpil.com

from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty-Second AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Notice

Notice is hereby given that the 29TH Annual General Meeting (AGM) of the members of CHANDRA PRABHU INTERNATIONAL LIMITED will be held on Tuesday, the 30th day of September, 2014 at 10:00 AM at Khasra No.105/10, Arora Farms, B-Block, Sant Nagar, Burari, Delhi-110084, to transact the following business:

Ordinary Businesses

- (1) To receive, consider and adopt the Audited Profit and Loss Statement of the Company for the financial year ended 31st March, 2014, the Balance Sheet as at that date & the Reports of Directors & the, Auditors' thereon.
- (2) To declare final dividend on equity shares.
- (3) Appointment of Auditors

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 provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, J P S & CO, Chartered Accountants (Firm Registration No.004086N), be and is hereby re-appointed as Auditors of the Company to hold office

Special Businesses

4. Appointment of Mr. Prakash Goyal as an Independent Director 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 provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Prakash Goyal (DIN 02598736), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of Twenty Ninth Annual General Meeting.

5. Appointment of Mr. Sanjay Goel as an Independent Director 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 provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to



the Act, as amended from time to time, Sanjay Goel (DIN 02990047), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of Twenty Ninth Annual General Meeting.

6. Appointment of Mr. Nishant Goyal as an Independent Director 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 provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Nishant Goyal (DIN 0654178), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of Twenty Ninth Annual General Meeting.

Corporate Identification Number (CIN):
L51909DL1984PLC019441

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

Phone: 011-2351656, Fax: 91-11-23553698

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

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 thereunder 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 authorised to appoint as 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”.

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

**Akash Jain
Managing Director
DIN: 00049303**

September 04, 2014,
New Delhi

**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.
- (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.**
- (iii) **PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) 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.**
- (iv) Corporate Members intending to send their authorised 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 are 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 Tuesday, September 16, 2014 to, Friday September 19 (both days inclusive) for the purpose of Annual General Meeting. The cut-off date for the purpose of Annual General Meeting and dividend payment is September 15, 2014.
- (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, viz Alankit Assignment Ltd. 2E/21, Jhandewalan Extension, New Delhi- 110 055, quoting their Folio Number(s).
- (ix) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- (x) Electronic copy of the Annual Report for 2014 is being sent to all the members who's 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 Annual Report for 2014 is being sent in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic 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 Clause 49 of Listing Agreement 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 Directors' Report forming part of the Annual Report.
- (xiii) Electronic copy of the Notice of the 29th 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 29th 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 29th Annual General Meeting and the Annual Report for 2014 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.
- (xv) 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 (Section 205A of the erstwhile Companies Act, 1956) shall be transferred to the Investor Education Protection Fund.
- (xvi) The Board of Directors in their meeting held on September 04, 2014 have recommended Final Dividend of Rupee 1 per share on equity shares of Face Value of Rupees 10/- each for financial year ended on 31st March, 2014, which if approved Annual General Meeting of the Company will, be paid by 20th October, 2014 :
- To those members whose name appears on the Company Register of Members after giving effect to all valid share transfers in physical form lodged with Alankit Assignment Ltd., Registrar & Share Transfer Agent on or before 15th September, 2014.
 - In respect of shares held in electronic form, to those "deemed members" whose name appears in the statements of beneficial ownership furnished by NSDL (National Securities Depositories Ltd.) and CDSL (Central Depositories and Services Ltd.) as on 15th September, 2014.
- (xvii) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to the register the same with Alankit Assignment Ltd., Registrar & Share Transfer Agent / NSDL



(National Securities Depositories Ltd.) and CDSL (Central Depositories and Services Ltd.).

(xviii) As per the provisions of Section 152 of the Companies Act, 2013, Mr. Prakash Goyal, Mr. Sanjay Goel and Mr. Nishant Goyal independent Director of the Company retires by rotation at the ensuing Annual general Meeting and has expressed his intention to seek re-election as a Director of the Company. 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.

Brief resume pursuant to clause 49 of the listing agreement of 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.

(xix) In compliance with Section 108 of the Companies Act, 2013 and relevant rules thereunder, effective from January 01, 2015, however the as a matter of good governance, the Company is conducting the voting process electronically. The business to be transacted at the AGM may be transacted through electronic voting system and the Company is providing the facility for voting by electronic means.

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 29th 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 29th AGM:

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

(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.

the folio which may be used for sending future communication(s).

- (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 info@cpil.com with a copy marked to evoting@nsdl.co.in.
 - (xiv). In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- 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
- IV. The e-voting period commences on Wednesday September 24, 2014 (9:00 am) and ends on Thursday September 25, 2014 (6:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 29th August, 2014, 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 voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, August 29, 2014.
- VI. 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 Friday, August 29, 2014, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- VII. 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.
- VIII. The Results shall be declared on or after the 29th Annual General Meeting of the Company. 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 within two(2) days of passing of the resolutions at the 29th Annual General Meeting of the Company on 30th September, 2014 and communicated to the BSE Limited.

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

**Akash Jain
Managing Director
DIN: 00049303**

September 04, 2014, New Delhi



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 7 of the accompanying Notice:

Item No 4-6

The Company had, has appointed Mr. Prakash Goyal, Mr. Sanjay Goel, Mr. Nishant Goyal as Independent Directors at various times, in compliance with the requirements of the Clause 49 of the Standard Listing Agreement entered with the Stock Exchanges.

Pursuant to the provisions of section 149 of the Companies Act, 2013(Act), which came in to effect from April 1, 2014, every listed public Company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The Nominations Committee has recommended the appointment of these directors as Independent Directors for 5 (five) consecutive years with effect from the date of twenty first Annual General Meeting.

Mr. Prakash Goyal, Mr. Sanjay Goel, Mr. Nishant Goyal non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV & 152 of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Prakash Goyal is aged about 60 years, has been on the Board of the Company Since 30th January 2003.he is a Qualified Chartered Accountant and has experience of around 30 years in the profession of Chartered Accountancy. His expertise in specific functional areas includes Finance, Taxation, Investment and Management. Mr. Goyal holds Directorship in Ekam Leasing & Finance Co. Ltd.

Mr. Sanjay Goel is aged about 44 years, has been on the Board of the Company Since 31st January 2013. He is in the Board of some renowned business corporate and has formed many corporate alliances with domestic and international partners paying the way for enormous growth escalation. He is a Graduate in Arts and has a rich knowledge and experience of many years in handling the multi product and multi locational business entities and holds directorship position in two other Companies i.e. Solar Ignition Products Private Limited and Mundra Fuels Private Limited



Mr. Nishant Goyal is aged about 25 years, has been on the Board of the Company since 30th May, 2013. He is 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 at item no.4-6 for approval by 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. 4-6 of accompanying notice.

Item No 7. Appointment of Branch Auditor

The Company has branches at Bhatinda, Chandasi, Guwahati and Gurgaon 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 authorised the board of directors to appoint branch auditors.

The board commends the resolution at item no.7 for approval by 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. 7 of accompanying notice.

September 04, 2014
New Delhi

By order of the Board of Directors

Corporate Identification Number (CIN)
: L51909DL1984PLC019441
Registered Office: 14, Rani Jhansi Road, New Delhi-110055
Phone: +91-11-23516567, Fax: 91-11-23553698
Email: info@cpil.com; Website. www.cpil.com

Akash Jain
Managing Director
DIN: 00049303



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

Particulars	Mr. Prakash Goyal	Mr. Sanjay Goel	Mr. Nishant Goyal
Date of Birth	01/08/1953	29/07/1970	21/11/1987
Date of Appointment	31/01/2003	30/01/2013	30/05/2013
Qualifications	Chartered Accountant	Bachelor's in Arts	Masters in Business Administration
Expertise in specific functional areas	Wide experience in Finance, Taxation, Investment and Management	Wide experience in handling the multi product and multi locational business entities	Wide experience in business of marketing in the field of Footwear Industry
Directorship held in other Companies (excluding Foreign Company)	M/s. Ekam Leasing And Finance Co. Limited	<ul style="list-style-type: none"> • Solar Ignition Products Private Limited • Mundra Fuels Private Limited 	Trinity Polytech Private Limited
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investor Grievance Committee)	NIL	NIL	NIL
Number of shares held in the Company	NIL	NIL	NIL



DIRECTORS` REPORT

To the Members of Chandra Prabhu International Ltd.

Your Directors are pleased to have this opportunity to report on Company's progress during the year financial year 2013-14 and to submit the 29th Annual Report & Audited Balance Sheet as on 31st March, 2014 and Profit & Loss Account for the period ended on 31st March, 2014.

FINANCIAL RESULTS

(Rs. In Lacs)

	<u>2013-2014</u>	<u>2012-2013</u>
Turnover/ Income from operations	10280.64	8780.40
Other Income	34.61	55.62
Profit/(Loss) before tax, interest & depreciation	320.67	276.42
Interest	32.97	40.81
Depreciation	17.59	10.37
Exceptional items (income)	2.40	43.20
Profit/(Loss) before tax	272.51	268.45
Provision for Taxation	87.00	78.00
Tax Adjustments for earlier years	1.80	2.82
Deferred Tax	(.038)	(0.23)
Profit/(Loss) After Tax	187.35	187.86
Surplus brought forward from Previous Year	584.88	443.29
Profit available for appropriation	772.23	631.15
Appropriations:		
Proposed Dividend	36.84	36.98
Tax on Proposed Dividend	6.28	6.28
Transfer to General reserve	3.00	3.00
Surplus carried to Balance Sheet	725.97	584.88

OVERALL PERFORMANCE

During the year, the performance of the Company continued its growth traditionally. The turnover during the year was at Rs. 10280.64 Lacs as against Rs. 8780.40 Lacs in the previous year indicating a growth of 17% over the last year. The year under review resulted in Net Profit of Rs. 187.35 Lacs as compared to Net Profit of Rs. 187.86 Lacs during the previous year. The management is optimistic on the performance of the Company in future and a detailed discussion is provided under Management discussion and analysis report.

DIVIDEND

The Board has recommended a final dividend of Rs. 1/- per equity share [@ 10% on face value of Rs 10/- per equity share] to be appropriated from the profits for the 2013-14 subject to the approval of shareholders at the ensuing general meeting. The dividend shall be paid in compliance with applicable regulations.

CORPORATE GOVERNANCE

Your company has complied with the mandatory provisions of clause 49, relating to Corporate Governance, of the Listing Agreement with the Stock Exchanges. A comprehensive report on Corporate Governance forming part of the Directors' Report and the certificate from the company's statutory auditors confirming the compliance of conditions on corporate governance is included in the Annual Report.

**FUTURE PROSPECTS**

The Company has improved significantly its overall performance in the past with the existing trading portfolio of synthetic rubber and Coal. Turnover in coal has sustained the growth momentum as in the past and rubber has registered tremendous growth during the year and the company shall endeavor to capitalize further.

The management, on overall basis, expects a robust growth and enhanced market share on the strength of its existing product portfolio, operational efficiency and enhanced network alongwith the successful implementation of trade in minerals in future. The Board expects that the Company will continue to improve its overall performance and excel to enhance the profitability of the Company, in the present economic scenario and huge potential demand of these products in the Indian market, via its strategy competency, operational efficiencies.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**FORWARD LOOKING STATEMENTS**

Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projects in any such forward- looking statements.

The Company assumes no responsibility to Company amends, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Chandra Prabhu International Ltd. is a well known name in the trading of Coal, Synthetic Rubber and Chemicals for last many years. Over the years Chandra Prabhu International Ltd. has built a formidable reputation of being a completely professionally managed Company where customer satisfaction is of paramount consideration.

The Industry: opportunities & Threats

The India Economy during the Fiscal year 2013-14, has been the second terrible year for the economy. According to the latest forecast by the Government of India's Central Statistical Organization (CSO), real GDP growth for 2013-14 will be 4.9%. Coming on the back of 4.5% growth in 2012-13, this will be the first time after several years that India will have languished at a sub-5% growth for two successive years.

The Company being trading Company, the activities of the Company can be broadly divided into two business segments viz Coal and Synthetic Rubbers.

Coal

As a prospering economy, India faces energy security as a growing challenge. India is the world's fifth largest energy consumer, accounting for 4.1% of the global energy consumption. Maharashtra is the leading state in electricity generation. The current per capita consumption of energy in India is 0.5 toe against the global average of 1.9 toe, indicating a high potential for growth in this sector. Of the total electricity consumed in the country, approximately 80% is produced from coal.

Further the plentiful coal reserves in Jharkhand, growing industry demand mainly by power sector and the increasing government support will boost the coal production in the country and it is also anticipated that the demand for thermal coal and coking coal by power and steel sectors, respectively, will gain momentum in near future apart from small consumers of the coal like brick kiln etc. Also the Indian coal market is set to witness great boost in near future because of the rising government initiatives like allocation of coal blocks and stake sales in PSU are some of the major steps that were taken by the government to boost the production and investment in the coal industry.

**Rubber**

The Indian Rubber Industry is broadly divided in two major sectors - tyre and non-tyre sector. The Indian tyre industry has been witnessing tremendous growth for the past few years on account of growth in automobiles demand, especially in passenger vehicles and two-wheeler segments. In fact, availability of raw material (natural rubber) and ultramodern production facilities has led the country to emerge as one of the world's most competitive tyre markets. Driven by the strong demand in automobile OEM sector and replacement market, the India tyre industry has been witnessing stupendous growth from since the last two fiscal years.

The demand for tires from the OEM segment to be relatively muted, despite anticipated revival in replacement volume, driven by vehicles, particularly truck and bus tires, sold post the recessionary dip of 2009. The profits and margins of tyre majors including MRF, Apollo, Goodyear and JK Tyres, has moderate due to drop in sales of automobiles during the year. During the year, India's synthetic rubber imports were dropped due to decline in demand from tyre makers and production remained almost steady. Further lacks of substitute and poor availability of natural rubber has lead to higher demand for synthetic rubber.

The performance of mining, manufacturing and electricity, sectors indicates that the mining Sector have been able to maintain the growth at about trend rates. The rate of growth of manufacturing also improved considerably in the last two years and has been in double digit, however, the electricity sector have grown more at the projected rates.

The company's rubber supply is mainly to footwear industry and it shall endeavour to extend its supplies to tyre industry also. The non-tyre sector comprises the medium scale, small scale and tiny units. It produces high technology and sophisticated industrial products.

The performance of your Company in future prospects shall be dependent on the major players of the industries using coal and synthetic rubber as raw material.

Business Outlook and Overview:

The management of your company riding on the growth trajectory over fast few years is confident to maintain the momentum by strengthening its coal and rubber business, where it has core competencies, by increasing its network and source of supplies. The Company also plans to start import of rubber related chemicals (rubber being core sector) which has good demand in the Indian Market.

India has the fifth largest coal reserves in the world. Of the total reserves, nearly 88% are non-coking coal reserves, while tertiary coals reserves account for a meager 0.5 % and the balance is coking coal. The Indian coal is characterised by its high ash content (45%) and low sulphur content. The power sector is the largest consumer of coal followed by the iron and steel and cement segments.

Keeping in view the growth potential of automotive tyres and tubes in future, the company is also exploring to canalize with the exporters of tyre, apart from Rubber footwear, cycle tyres, Pharmaceutical goods, Rubber hoses, cots and aprons, Belts and beltings and Sheeting.

Rubber prices are profoundly influenced by market factors such as season, growth in industrial production: automobile industry, the ratios of utilization of domestic production and imported rubber by tyre manufacturers, Government policies. These include subsidies, restrictions on ports etc., international rubber price movements, have a slow influence and lastly stockiest and speculators also play a significant role in influencing prices.

The Company is optimistic for the future and the overall performance o the Company depends largely on trading coal and imported synthetic rubber, the core of its business portfolio. Apart from strengthening its coal Business, to gain competitive strength and consolidate customer relationship, the Company plans to foray in mineral in the future.

**Internal Control Systems and Cost:**

The Company presently has an adequate internal control system. The Company has an Internal Audit Department headed by a senior executive of the Company. The Company has also appointed an External firm of Chartered Accountant for a continuous Internal Audit of the affair of the Company and the Reports are sent to the Directors of the Company. At the Branches, External Firm of Chartered Accountants specifically appointed for the purpose of Internal Audit simultaneously audits all the expenses.

The Company has undertaken an extensive exercise to control the overall cost and has finalized expenditure budget for all the Branches as well as the corporate office. All the Branches/Regional offices of the Company have been given specific cost budgets in order to monitor the costs as well as to explore and finalize ways of cost reduction.

Human Resource Development:

Human Resource is not only an integral part of any organisation but also strive its success and growth. The Company believes that human resources are the key resources and integral part the organisation and endeavours to create a culture of openness and empowerment amongst its employees and provide good carrier development.

Your Company believes in trust transparency & teamwork to improve employees productivity at all levels and is committed to the welfare of the employees and their families by putting review and reward system in place.

SUBSIDIARIES

The Company has acquired shares of M/s. Alsan Rubber & Chemicals Private Limited (CIN: U52100DL1995PTC068763) on 30th July, 2014 and it has become wholly owned subsidiary of the Company. M/s. Alsan Rubber & Chemicals Private Limited is mainly engaged in the business of trading of rubbers.

DIRECTORS

In accordance with the provisions of Section 149 and 152 of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the Company has recommended appointments of Independent Directors as stipulated in item Nos. 4 to 6 of the Notice of the ensuing 29th Annual general meeting of the Company. In view of all other directors being recommended for approval of the appointment as Independent directors except Mr. Akash Jain, Managing Director, therefore there is no director liable to retire by rotation for ensuing AGM.

AUDITORS

M/s. J.P.S. & Company, *Chartered Accountants*, Statutory Auditors of the company hold office until the conclusion of the ensuing Annual General Meeting (AGM) and being eligible offer themselves for re-appointment. They have confirmed that their appointment, if made, would be within the prescribed limits.

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s. J.P.S. & Company, *Chartered Accountants*, as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the Thirty Second Annual General Meeting to be held in the year 2017, subject to ratification of their appointment at every AGM.

Yours Directors recommend reappointment of M/s. J.P.S. & Company, *Chartered Accountants*, as Auditors of the company at the ensuing Annual General Meeting.

The notes to the accounts referred to in the Auditor's Report and the observations made in the Report under Companies (Auditor's Report) Order, 2003 are self-explanatory and therefore do not call for any further comments.



DIRECTORS RESPONSIBILITY STATEMENT

The information required to be furnished in terms of section 134(5) of the Companies Act, 2013 erstwhile Section 217(2AA) of the Companies Act, 1956 are set out hereunder:

Your Directors confirmed:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that the directors had prepared the annual accounts on a going concern basis.

The Company’s Internal Auditor has conducted periodic audits to provide reasonable assurance that the Company’s established policies and procedures have been followed.

PARTICULARS AS PER SECTION 134 OF THE COMPANIES ACT, 2013

Your company does not have any employee, whose particulars are required to be given under the provision of Section 134 of The Companies Act, 2013 (erstwhile section 217 (2A) of the Companies Act, 1956) read with the Companies (Accounts) Rules, 2014.

Information with respect to *Conservation Of Energy, Technology Absorption & Foreign Exchange Earning And Outgo*, pursuant to Rule 8 of the Companies (Accounts) Rules, 2014 (erstwhile section 217 (1)(e) of the Companies Act, 1956) is as follows:-

a.	Conservation of energy	N.A		
b.	Technology Absorption	N.A.	(Rs.)	
c.	Foreign Exchange Earnings	Current Year		NIL
		Previous Year		NIL
d.	Foreign Exchange Earning & Outgo			
1.	Foreign Exchange Earning			NIL
2.	Foreign Exchange Outgo			
	i) Foreign Traveling Expenses	Current Year	Rs.	NIL
		Previous Year	Rs.	NIL
	ii) CIF Value of Imports	Current Year	Rs.	2255 (Lacs)
		Previous Year	Rs.	3478 (Lacs)

PUBLIC DEPOSITS

The Company has not accepted any fixed deposits from public till date within the meaning of Section 73 of the Companies Act, 2013(erstwhile Sec 58A of the Companies Act, 1956) and rules made there under.

**COMPLIANCE WITH THE LISTING AGREEMENT**

The company's equity shares continue to be listed on the Stock Exchange, Mumbai (BSE) which has nationwide trading terminals. The company has paid the Annual Listing Fees to BSE for the Financial Year 2014-2015.

COMPLIANCE CERTIFICATE (383A)

The Company has obtained Compliance Certificate as required under the provisions of the Section 383A of the Companies Act, 1956 from Company Secretary in whole time Practice and the Compliance Certificate form part of this Annual report.

ACKNOWLEDGEMENT

Your Directors place on record their warm appreciation of the assistance and cooperation extended by various Government Departments, Authorities, Business Partners etc. Your Directors also place on record their deep appreciation of the support provided by the Bankers associated with the company.

Your company's employees are instrumental to your company achieving higher business goals. Your directors place on record their deep admiration of the commitment and contribution of your company's employees. Your support as shareholders is greatly valued. Your directors thank you and look forward to your continuance support.

for and on behalf of the board of directors

**New Delhi
September 04, 2014**

**Akash Jain
Managing Director
DIN: 00049303**

**Prakash Goyal
Director
DIN : 02598736**

Corporate Identification Number (CIN): L51909DL1984PLC019441

Registered Office:

14, Rani Jhansi Road, New Delhi-110055

Phone: 91-11-2351656, Fax : 91-11-23553698

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



REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance, as *Chandra Prabhu International Ltd.* believes, is concerned with principles of transparency, fairness, accountability and creation of sustainable long term value for all its stakeholders including members, customers, partners, employees and the society at large. Corporate Governance is crucial to the very existence of a company, as it builds trust and confidence, which eventually leads to a more stable and sustained resource flows and long-term partnership with its investors and other stakeholders. This Chapter reports the Company's compliance with the Clause 49 of the Listing Agreement with the Stock Exchange.

2. COMPOSITION OF BOARD OF DIRECTORS:

(A) Presently the Board of the company consists of Four Directors with an optimum combination of Executive, Non Executive and Independent Directors. The composition of the Board is in conformity with the Listing Agreement. The Board meets regularly and is responsible for the proper direction and management of the Company. The composition of the Board, number of meetings held, attendance of the Directors at the Board Meetings and last Annual General Meeting and number of Directorship and Chairmanship/Membership of committees in other companies as on 31st March, 2014 in respect of each Director is given herein below:

<u>Name of Director</u>	<u>Category</u>	<u>Attendance particulars</u>		<u>Other Directorships #</u>	
		at Board Meetings held during 2013-2014			at AGM held on 25/09/2013
		Held	Attended		
Managing Director Mr. Akash Jain	Promoter & Executive	7	7	Yes 7	
Directors Mr. Prakash Goyal	Independent Non- Executive	7	7	Yes 1	
Mr. Sanjay Goel	Independent Non- Executive	7	3	- 2	
Mr. Nishant Goyal	Independent Non- Executive	7	7	- 1	

No. of other Directorships indicated above is inclusive of Directorship of Private Limited companies. None of the Directors is either Chairman or Member of committees in other companies.

(B) Date and No. of Board Meetings held

During the Financial year ended March 31, 2014, the Board met 7 (Seven) times on 30th May, 2013, 28th June, 2013, 9th August, 2013, 27th August, 2013, 31st October 2013, 12th November, 2013, and on 5th February, 2014.

3. AUDIT COMMITTEE:

(A) The Audit Committee of the company consisted of two Non-Executive Independent Directors and one whole Time director. The Chairman of the committee is an independent Director having financial and accounting knowledge. The Senior Management team i.e. Managing Director, the Head of Internal Audit and the representative of the statutory auditors are invited for the meetings of the Audit Committee. The composition of Audit Committee during the Financial Year and attendance of Directors at committee meetings is shown below:

<u>Name of the Director</u>	<u>Designation</u>	<u>Attendance at Committee Meetings</u>	
		Held	Attended
Mr. Prakash Goyal	Chairman	4	4
Mr. Sanjay Goel	Member	4	3
Mr. Akash Jain	Member	4	3



The Chairman of the Audit Committee was present at the 28th Annual General Meeting of the Company held on September 25, 2013 to answer member queries.

(B) Meeting / Attendance

During the financial year ended 31st March 2014 the Audit Committee of the company met Four times. The dates of the meetings were 30th May, 2013, 9th August, 2013, 12th November, 2013 and 05th February, 2014.

(C) Terms of Reference:

In accordance with Section 177(1) of the Companies Act, 2013 and as per the requirements of SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 for amendment to Equity Listing Agreement (effective from October 1, 2014), the Board of Directors of the Company at their meeting held on May 26, 2014, have approved new terms of reference for the Audit Committee and thereupon the revised terms of reference of the Audit Committee are in conformity with the requirements of Clause 49 (III)(D) of the revised Listing Agreement and Section 177(1) of the Companies Act, 2013. Further the Audit Committee has been granted powers as prescribed under Clause 49 (III)(C) of the Listing Agreement.

4. NOMINATION AND REMUNERATION COMMITTEE (FORMERLY TERMED AS REMUNERATION COMMITTEE:

(A) At present the Remuneration Committee consists of three non-executive Independent Directors, with Mr. Prakash Goyal as Chairman and Mr. Nishant Goyal and Mr. Sanjay Goel as members. The terms of reference of the Remuneration Committee include fixation of salary, perquisites etc. of Managing/Executive Directors and for recommending the amount of commission payable to Executive Directors.

B) The following are the details of the remuneration paid to Managing/Executive Directors during the Financial Year under discussion:

Name of the Director	Designation	Remuneration (Rs.)	Perquisites
Mr. Akash Jain	Managing Director	12,00,000/-PA	NIL

Non Executive Directors of the company were not paid any remuneration during the year under review.

In accordance with Section 178 of the Companies Act, 2013 and as per the requirements of SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, for amendment to Equity Listing Agreement (effective from October 1, 2014), the Board of Directors of the Company at their meeting held on May 26, 2014, have approved the change in nomenclature of the Remuneration Committee to Nomination and Remuneration Committee and have revised their role as provided under Clause 49 (IV)(B):

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.



5. STAKEHOLDERS RELATIONSHIP COMMITTEE (FORMERLY TERMED AS SHAREHOLDER'S GRIEVANCE COMMITTEE):

Shareholder's Grievance Committee consisting of Mr. Nishant Goyal, as Chairman of the committee and Mr. Prakash Goel & Mr. Akash Jain as its members. The Committee deals with the following matters:

- Noting of transfer/transmission of shares.
- Review of dematerialized /rematerialised shares and all other related matters.
- Monitors expeditious redressal of Investor grievance matters received from Stock Exchanges, SEBI, ROC, etc.
- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of annual report, dividend, demat/remat requests.
- All other matters related to shares/debentures.

The Shareholders grievance committee met on 31st .October, 2013 and 5th February, 2014, to take note of non receipt and/or unclaimed dividend during the year by the Company, share transfer and demat/remat requests. All the members of the committee were present in these both meetings.

In accordance with Section 178(5) of the Companies Act, 2013 and as per the requirements of SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, for amendment to Equity Listing Agreement (effective from October 1, 2014), the Board of Directors of the Company at their meeting held on May 26, 2014, have approved the change in nomenclature of the Shareholders Grievances Committee to Stakeholders Relationship Committee and enhanced their role. Therefore the said Committee shall in addition to the above role, also consider and resolve the grievances of debenture holders, deposit holders and other security holders of the Company.

6. All requests received for Share Transfer during the year were given effect within stipulated time. The total number of complaints received and replied to the satisfaction of shareholders during the year under review was NIL Outstanding complaints as on 31st March, 2014 were NIL.

Ms. Bhawna Singh, Company Secretary, has been designated as compliance officer to monitor the share transfer process and liaison with the regulatory authorities.

(A) The last three Annual General Meetings of the company were as follows:-

Name	Date & Time	Venue
28th Annual General Meeting	25th September, 2013 & 10.00AM	3rd Floor, 14 Rani Jhansi Road, New Delhi-110055
27th Annual General Meeting	27th September, 2012 & 10.00AM	3rd Floor, 14 Rani Jhansi Road, New Delhi-110055
26th Annual General Meeting	28th September, 2011 & 10.00AM	3rd Floor, 14 Rani Jhansi Road, New Delhi-110055

7. DISCLOSURES:

The disclosures on related party transactions are as per Accounting Standards 18 issued by the Institute of Chartered Accounts of India are given on page No. 41 of Financial Statements.

There were no penalties, strictures imposed on the company by the Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during the last three years.



8. MEANS OF COMMUNICATION:

The means of communication between the Company and the shareholders are transparent and investor friendly. The Annual, Half yearly and Quarterly results are submitted to the Stock Exchange in accordance with Listing Agreement and the same are published regularly in the newspapers i.e. Financial Express(English) and Rashtriya Sahara(Hindi) and also updated on the Website of the Company. All price sensitive information is intimated at the earliest to the Stock Exchanges. Management discussions and Analysis forms part of Annual Report, which is posted to the Shareholders of the Company.

11. GENERAL SHAREHOLDER INFORMATION:

I	Date, Time & Venue of AGM	The 29 th Annual General Meeting of the Members of the Company is Scheduled to be held on Tuesday the 30 th day of September, 2014 at 10.00 A.M. at Khasra No.105/10, Arora Farms, B-Block, Sant Nagar, Burari, Delhi-110084
II	Financial Calendar	
	Financial Year	April 01, 2014 to March 31, 2015
	First Quarter Results	By 10 th August, 2014
	Second Quarter Results	By 10 th of November, 2014
	Third Quarter Results	By 10 th of February, 2015
	Fourth Quarter & Annual Year Ended March, 31, 2015	By 30 th of May, 2015
III	Book Closure	The register of Member will remain closed for transfer from 16 th Day of September, 2014 (Tuesday) till 19 th Day of September , 2014 (Friday)
IV	Listing	The Company's Share are listed and traded on the Stock Exchange Mumbai, 1 st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai- 400 001)
V	Stock Code	530309(BSE)
VI	ISIN No.(Demat No.) NSDL & CDSL	INE 368D01017
VII	Registrar and Share Transfer Agents:	<i>Alankit Assignment Ltd.</i> 2E/21, Jhandewalan Extension, New Delhi- 110 055 Ph: 011- 42541234/23541234 Fax: 011- 23552001 E-mail: info@alankit.com Website: www.alankit.com
VIII	Dividend Payment Date (for the financial year 2013-14)	20 th October, 2014

**IX. Market Price Data:**

During the financial year under review, High/ Low prices of the equity shares of the Company on the Stock Exchange, Mumbai during each month is as follows:

Month	High (Rs.)	Low (Rs.)
April, 2013	16.50	13.70
May, 2013	19.20	17.15
June, 2013	17.45	15.05
July, 2013	15.00	14.75
August, 2013	15.45	14.55
September, 2013	17.35	15.50
October, 2013	-----	-----
November, 2013	15.75	15.75
December, 2013	-----	-----
January 2014	15.00	13.40
February 2014	16.15	15.35
March 2014	18.45	16.40

(X) SHARE TRANSFER SYSTEM

Presently the Shares Transfers, which are received in physical forms, are processed and the share certificates returned within a period of 15 days from the date of receipts, subject to documents being valid and complete in all respects.

(XI) Distribution of Share holding :

(A) Distribution of Share holding as on 31st March, 2014

No. of Shares held	Shareholders		No. of Shares	
	Number	% to Total	Shares	% to Total
Upto 500	1017	71.069	202018	5.463
501 – 1000	190	13.277	164071	4.437
1001 – 5000	177	12.369	410383	11.097
5001 – 10000	17	1.188	129653	3.506
10001 – 20000	11	0.769	169423	4.581
20001 – 30000	3	0.21	71095	1.923
30001 – 40000	4	0.28	150608	4.073
40000 – 50000	1	0.07	45000	1.217
50001 – 100000	4	0.28	283676	7.671
100000 and above	7	0.489	2072073	56.033
Total	1431	100	3698000	100

(B) Shareholding Pattern as on 31st March, 2014 :

Categories	No. of Shares	% of Shareholding
Indian Promoters	2141090	57.90
Persons Acting in Concert	45000	1.22
Institutional Investors	NIL	NIL
Corporate Bodies	150028	4.05
Indian Public	1360382	36.79
Non Resident Indians.	1500	0.04
Total	3698000	100

Those shareholders who wish to know more about the same may contact the company's Registrar and Share Transfer Agent or Share Department of the company.

**(XII) DEMAT**

As on 31st March, 2014, 36,05,785 Equity Shares of the Company have been dematerialized representing 97.50 % of the total Paid up Equity Share Capital.

(XIII) The Company has not issued any GDRs/ADRs/ warrants or any Convertible Instruments.

(XIV) Code of Conduct

The Board has laid down a code of conduct for all board members and senior management of the company. All the board members and senior management personnel have affirmed compliance with the code for the financial year ended 31st March, 2014. A declaration to this effect for part of the report.

(XV) Address for correspondence :

Shareholder Correspondence may be addressed to:

Registered Office:

Secretarial Department

Chandra Prabhu International Ltd.

14, Rani Jhansi Road,

New Delhi 110 055

Ph: 011-23516567

Fax: 011 23553698

E-mail: investorgrievance@cpil.com

OR

Registrar & Transfer Agent :

Alankit Assignment Ltd.

2E/21, Jhandewalan Extension,

New Delhi- 110 055

Ph : 011- 42541234/23541234

Fax: 011- 23552001

E-mail: info@alankit.com

Declaration-Code of Conduct

All the Board members and the senior management personnel have, for the financial year ended 31st March, 2014 affirmed compliance with the code of conduct laid down by the Board of Directors of the company in terms of the listing agreement with stock exchange.

For Chandra Prabhu International Limited

Akash Jain

Managing Director

September 04, 2014

New Delhi

By order of the Board of Directors

Corporate Identification Number (CIN)

: L51909DL1984PLC019441

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

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

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

Akash Jain

Managing Director

DIN: 00049303



**CEO/CFO CERTIFICATION TO THE BOARD
(Under Clause 49(V) of Listing Agreement)**

**To,
The Board of Directors
Chandra Prabhu International Limited**

I have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2014, and that to the best of my knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Chandra Prabhu International Limited

**Akash Jain
Managing Director**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members of Chandra Prabhu International Ltd.

We have examined the compliance of Corporate Governance by Chandra Prabhu International Limited (the Company) for the year ended on March 31, 2014 as stipulated in *Clause 49* of the *Listing Agreement* of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in *Clause 49* of the *Listing Agreement*.

We state that no shareholder grievance is pending for a period exceeding one month against the company as per the records maintained by the Shareholder's Grievance Committee.

We further state that such compliance is neither an assurance as to further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR M/s J P S & COMPANY
Chartered Accountants
FRN 004086N

New Delhi
September 04, 2014

J. C. Verma
Partner
M. No. 83210

**To THE MEMBERS OF
M/S. CHANDRA PRABHU INTERNATIONAL LIMITED**

**To the Members of
M/s Chandra Prabhu International Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s Chandra Prabhu International Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditors' Report) (Amendment) Order 2004, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For J P S & CO
Chartered Accountants
FRN. 004086N

CA J C VERMA
Partner
M.No.83210

Place : New Delhi
Dated : 26/05/2014

ANNEXURE TO THE AUDITORS' REPORT OF EVEN DATE

In our opinion, based on the information and explanations furnished to us and such checks as we considered appropriate in the normal course of our audit, and to the best of our knowledge and belief, we further report that:

- i.
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) Physical verification of major assets was conducted by the Management during the year, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification as compared with the book records.
 - c) No fixed assets have been disposed off during the year and in our opinion it does not affect the going concern of the company.
- ii. In respect of its inventories :
 - a. As explained to us, inventories have been physically verified by the management at regular interval during the year.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company.
 - c. The Company has maintained proper records of inventories. As explained to us, and in our opinion, the discrepancies noticed on physical verification of inventory as compared to the book records were not material.
- iii. In respect of the loans, secured or unsecured, granted or taken by the company to/from companies, firm or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
 - a. According to the information and explanations given to us, the Company has not granted loans, secured or unsecured to three companies, firms, or other parties covered in the register maintained u/s 301 of the Companies Act, 1956, .
 - b. As informed, the company has taken interest free unsecured loans from a director covered in the register maintained u/s 301 of the Companies Act, 1956. The maximum balance outstanding during the year is Rs 226.50 lacs and yearend balance is Nil.
- iv. In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit, no major weaknesses have been noticed in the internal control system in respect of these areas.
- v. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
 - a) Based on audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that there is no transactions or contracts that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
- vi. The Company has not accepted any deposits from the public.
- vii. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii. According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under Section 209 (1)(d) of the Companies Act, 1956 .
- ix. In respect of statutory dues :
 - a. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Value Added Tax, Central Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues as applicable to it except in certain instances where delay were noticed.

- b. On the basis of information and records produced before us, undisputed statutory dues which are outstanding as on 31.03.2013 for a period of more than six months from the date they became payable are, Income Tax Dues for the financial year 1995-96 ₹ 7,34,312/- but no amount is shown as recoverable as per records of the tax department.
- x. The Company has no accumulated losses at the end of the financial year March 31, 2014. Further, the company has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.
- xi. Bases on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- xii. In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order 2003, are not applicable to the Company.
- xiv. Based on our examination of records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transactions and contracts and timely entries have been made in those records. We also report that the Company has held the investments in its own name.
- xv. In our opinion and according to the information and explanations given to us, where the Company has not given guarantee for loans taken by others from banks or financial institutions, during the year.
- xvi. In our opinion and according to the information and explanations given to us term loans have been applied for the purposes for which they were obtained during the year.
- xvii. According to the information and explanation given to us and on the overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short-term basis which have been used for long-term investment and vice versa.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- xix. During the year, the Company has not issued any debentures.
- xx. The Company has not raised any monies by way of public issue during the year,
- xxi. In our opinion and explanation given to use, no fraud on or by the company has been noticed or reported during the year that causes the financial statements to be materially misstated.

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

J C Verma
Partner
M.No.83210

Place : New Delhi
Dated : 26/05/2014

BALANCE SHEET

CHANDRA PRABHU INTERNATIONAL LTD.



Balance Sheet as at 31st March, 2014

Amount in ₹

Particulars	Note	As at 31st March, 2014	As at 31st March, 2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	36,980,000	36,980,000
(b) Reserves and Surplus	4	76,587,016	62,178,067
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	1,724,750	281,911
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(3) Current Liabilities			
(a) Short-Term Borrowings	6	52,914,513	78,373,874
(b) Trade Payables	7	47,847,806	117,312,354
(c) Other Current Liabilities	8	40,705,436	62,597,417
(d) Short-Term Provisions	9	13,350,113	12,446,099
Total		270,109,634	370,169,722
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	10	7,988,510	4,267,921
(b) Non-current investments	11	466,463	466,463
(c) Deferred tax assets (net)	12	451,501	447,671
(d) Long term loans and advances	13	9,867,575	18,407,662
(e) Other non-current assets		-	-
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories	14	1,707,229	106,974,033
(c) Trade receivables	15	75,972,988	86,589,015
(d) Cash and cash equivalents	16	27,416,168	13,052,266
(e) Short-term loans and advances	17	143,245,368	138,922,237
(f) Other current assets	18	2,993,832	1,042,454
Total		270,109,634	370,169,722

Significant Accounting Policies and Notes to Accounts

1 to 33

As per our Report of even date.
FOR J P S & CO

Chartered Accountants

FRN : 004086N

CA J C Verma

Partner

M No : 083210

Place : New Delhi

Dated : 26/05/2014

For Chandra Prabhu International Limited

Akash Jain
 Managing Director
 DIN - 00049303

Prakash Goyal
 Director
 DIN - 00049303



Chandra Prabhu International Limited

 Statement of Profit & Loss for the period ended on 31st March, 2014

Amount in ₹

S No	Particulars	Note	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
I	Revenue from operations	19	1,028,064,516	878,040,628
II	Other Income	20	3,461,281	5,562,727
III	Total Revenue (I +II)		1,031,525,797	883,603,355
IV	Expenses:			
	Purchase of Stock in Trade	21	874,064,571	835,314,389
	Changes in inventories of Stock-in-Trade	22	105,266,803	(13,120,184)
	Employee Benefit Expense	23	3,623,723	3,549,976
	Financial Costs	24	6,681,725	10,407,012
	Depreciation	10	1,759,189	1,037,301
	Other Expenses	25	13,118,576	23,890,116
	Total Expenses		1,004,514,587	861,078,610
V	Profit before exceptional and extraordinary items and tax	(III - IV)	27,011,210	22,524,745
VI	Exceptional Items	26	240,000	4,320,000
VII	Profit before extraordinary items and tax (V - VI)		27,251,210	26,844,745
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		27,251,210	26,844,745
X	Tax expense:			
	(1) Current tax		8,700,000	7,800,000
	(2) Previous year tax Adjustment		180,384	282,358
	(2) Deferred tax Assets		(3,830)	(23,743)
XI	Profit(Loss) from the period from continuing operations	(IX-X)	18,735,424	18,786,130
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		18,735,424	18,786,130
XVI	Earning per equity share:			
	Basic & Diluted	27	5.07	5.08

As per our Report of even date.
FOR J P S & CO

Chartered Accountants

FRN : 004086N

CA J C Verma

Partner

M No. : 83210

Place : New Delhi

Dated : 26/05/2014

For Chandra Prabhu International Limited

Akash Jain

Managing Director

DIN - 00049303

Prakash Goyal

Director

DIN - 00049303



CASH FLOW STATEMENT		Amount in ₹	
Particulars	For the year Ended 31st March, 2014	For the year Ended 31st March, 2013	
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax	27,251,210	26,844,745	
Adjustments for :			
Depreciation	1,759,189	1,037,301	
Interest Expense	5,253,632	7,471,730	
Other Income	(2,461,112)	(1,744,206)	
Profit on sale of land	-	(957,390)	
Loss on Sale of Fixed Assets	-	217,909	
Operating profit before Working Capital change	31,802,919	32,870,089	
Adjustments for :			
(Increase)/Decrease in Trade Receivable	10,616,027	(12,582,668)	
(Increase)/Decrease in Short Term Loan & Advances	(4,497,552)	(74,274,826)	
Proceeds/(Repayments) of Loan & Advances	8,540,087	(4,467,540)	
(Increase)/Decrease in Other Current Assets	(1,951,378)	(994,050)	
Increase/(Decrease) in Trade Payable	(69,464,548)	36,165,397	
Increase/(Decrease) in Short Term Provision	4,014	(21,334)	
(Decrease)/ Increase in Long Tern Provision	-	(5,264)	
Increase/(Decrease) in Other Current Liabilities	(21,891,981)	47,085,219	
(Increase)/Decrease in Inventories	105,266,804	(13,120,183)	
Cash Generated from Operations	58,424,392	10,654,840	
Direct Taxes paid	(7,445,195)	(8,845,000)	
Net cash generated from operating activities	50,979,197	1,809,840	[A]
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets	(5,479,778)	(1,916,853)	
Sale of Fixed Assets	-	5,938,600	
Sale of Investment	-	2,400,000	
Interest Received FDR/Deposits	2,461,112	1,744,206	
Net cash (used in)/ generated from investing activities	(3,018,666)	8,165,953	[B]
C. CASH FLOW FROM FINANCING ACTIVITIES			
Amt borrowed	1,442,839	(29,033)	
Dividend Paid	(3,698,000)	(3,698,000)	
Dividend Distribution Tax Paid	(628,475)	(599,908)	
Repayments of Short Term Borrowings	(25,459,361)	(947,533)	
Interest Paid	(5,253,632)	(7,471,730)	
Net cash (used in)/ generated from financing activities	(33,596,629)	(12,746,204)	[C]
Net increase/(decrease) in cash and cash equivalents	14,363,902	(2,770,411)	[A+B+C]
Cash and cash equivalents at the beginning of the year	13,052,266	15,822,677	
Cash and cash equivalents at the end of the year	27,416,168	13,052,266	
<i>As per our Report of even date.</i>			
FOR J P S & CO		For Chandra Prabhu International Ltd.	
Chartered Accountants			
FRN: 004086N			
CA J C Verma		Akash Jain	Prakash Goyal
Partner		Managing Director	Director
M No : 083210		DIN - 00049303	DIN - 00049303
Place: New Delhi			
Dated : 26/05/2014			

**Policies Forming Part of Financial Statement for the year ended 31st March, 2014****Note No. 1****Background**

Chandra Prabhu International Ltd. is a Company registered with Registrar of Companies, Delhi & Haryana, New Delhi. The Company is a Public Limited Company whose shares are listed in BSE. Chandra Prabhu International Ltd. is a well-known name in the trading of Synthetic Rubber & Chemicals and Coal.

1 Basis of preparation of Financial Statements

These financial statements are prepared under the historical cost convention on an accrual basis, in accordance with applicable accounting standards issued by Institute of Chartered Accountants of India and provisions of the Companies Act, 1956.

2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statement and the result of operation during the reporting period end. Although, these estimates are based upon managements best knowledge of current events and action actual results could differ from these estimates.

3 Fixed Assets

Tangible fixed assets are stated at cost of acquisition including incidental expenses less depreciation. All costs including financing costs till the assets are ready to be put to use are adjusted to the carrying amount of fixed assets.

4 Depreciation

Depreciation has been provided on Written Down Value Method in accordance with the rates prescribed in Schedule XIV of the Companies Act, 1956

5 Impairment of Assets

Where there is any indication that an asset is impaired, the recoverable amount, if any, is estimated and impairment loss is recognized to the extent carrying amount exceeds recoverable amount.

6 Investments

All long-term unquoted investments are valued at cost.

7 Inventories.

Traded goods inventories are stated at lower of cost or net realizable value.
Inventory of shares is valued at cost.

8 Foreign Exchange Transaction

Gain/Losses arising out of fluctuation in exchange rates are accounted for on the basis of payments. Fluctuation in foreign exchange realization is being credited/charged to the Statement of Profit & Loss.

9 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

Sales are recognized when the products are shipped or services rendered. Sales Tax and Value Added Tax are excluded Dividend from investments is recognized in the Statement of Profit & Loss on receipt basis.



10 Employee Retirement Benefits

1. Provident Fund

The eligible employees of the company are entitled to receive benefit under the Provident Fund, a defined contribution Plan in which the employees and the company make monthly contributions at a specified percentage of the covered employee's salary (currently 12% of employees' salary) which is recognised as an expense in the statement of profit & loss account. The contributions as specified under law are paid to the Government Provident Fund.

2. Gratuity Fund Scheme

The company has taken group gratuity insurance scheme from LIC of India under defined contribution plan. The company accounts for liability of future gratuity benefit based on Actuarial valuation on projected unit credit method carried out for assessing liability as at the reporting date. Actuarial gains and losses are recognised.

3. Compensated Absences

The liability of leave encashment and other compensated absences is recognised on an arithmetical basis at the end of the year and is charged to revenue each year.

4. Employee Pension Scheme

Employees' contribution to Employees Pension Scheme, a defined contribution plan is made in accordance with The Employees Pension Scheme, 1995.

5. Other Employee Benefits

Accidental Insurance Scheme, defined contribution plan is taken from Aviva Life Insurance

11 Taxation

Current tax is determined as the amount of tax payable in respect of taxable income for the period.

Deferred tax is recognised subject to consideration of prudence in respect of deferred tax assets on timing differences being the difference in income and accounting that originates in one period and is capable of reversal in one or more subsequent periods.

12 Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

13 Cash Flow Statement

Cash Flows are reported using the Indirect Method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow operating, investing and financing activities of the company are segregated based on the available information.

14 Segment Reporting

Identification of segments

The company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive management in deciding how to allocate resources and in assessing performance.

Allocation of common costs:

Common allocable costs are allocated to each segment pro-rata on the basis of revenue of each segment to the total revenue of the Company.

*Unallocated items:*

Unallocated items include income and expenses which are not allocated to any reportable business segment.

Segment Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole.

15 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present legal obligation as a result of past events and where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made, obligations are assessed on going basis and only those having a Contingent Assets are not recognized in the Financial Statement.

Note No. 2**Notes on accounts for the year ended March 31, 2014**

Figures have been rounded off to the nearest rupee.

Note 3**Share Capital****Amount in ₹**

S No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Authorized Equity Shares ₹ 10 par value 5000000 Equity Shares	50,000,000	50,000,000
2	Issued, Subscribed and Paid-up Equity Shares ₹ 10 par value 3698000 Equity Shares Fully paid-up	36,980,000	36,980,000
	Total	36,980,000	36,980,000

The company has only one class of shares referred to as Equity Shares having a Par Value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share

The reconciliation of the number of shares outstanding and the amount of shares capital as at March 31st, 2014 and March 31st, 2013 is set out below:

S No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Shares outstanding at the beginning of the year	3,698,000	3,698,000
2	Add: Shares Issued during the year	-	-
3	Less: Shares bought back during the year	-	-
	Shares outstanding at the end of the year	3,698,000	3,698,000
	Amount (In Rs.)	36,980,000	36,980,000

*Details of shareholders holding more than 5% share in the company: -*

Name of Shareholder		As at 31.03.2014	As at 31.03.2013
Akash Jain	No. of shares	345000	345000
	% held	9	9
Vikas Jain	No. of shares	345310	345310
	% held	9	9
Piyush Jain	No. of shares	345000	345000
	% held	9	9
Hemlata Jain	No. of shares	646430	646430
	% held	17	17

Note : 4

Reserve & Surplus		Amount in ₹	
S No	Particulars	As at 31.03.2014	As at 31.03.2013
1	General Reserves		
	Opening Balance	3,689,291	3,389,291
	Add:- Transferred from Surplus	300,000	300,000
		3,989,291	3,689,291
2	Surplus (Profit & Loss Account)		
	Opening Balance	58,488,776	44,329,121
	Add: Net Profit after tax	18,735,424	18,786,130
	Amount available for appropriation	77,224,200	63,115,251
	Appropriations:		
	Proposed Dividend	3,698,000	3,698,000
	Tax on Proposed Dividend	628,475	628,475
		72,897,725	58,788,776
	Amount transferred to General Reserves	300,000	300,000
	Surplus - Closing Balance	72,597,725	58,488,776
	Total	76,587,016	62,178,067

Note: 5

Long Term Borrowings		Amount in ₹	
S No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Secured Loans		
	- From Bank (Vehicle Loan)	1,724,750	281,911
	Total	1,724,750	281,911

Secured against vehicle financed



Repayment Schedule for Long Term Borrowings are as follows:

As at 31st March, 2014

Amount in ₹

S No.	Particulars	As at 31.03.2014	Repayment Schedule	
			0 - 1 years	1 - 3 years
			Included in Other Current Liabilities	Included in Long Term Borrowings
	<u>Secured Loans</u>			
	From Bank (Vehicle Loans)	3,190,316	1,465,566	1,724,750
	Total	3,190,316	1,465,566	1,724,750

As at 31st March, 2013

Amount in ₹

S No.	Particulars	As at 31.03.2013	Repayment Schedule	
			0 - 1 years	1 - 3 years
			Included in Other Current Liabilities	Included in Long Term Borrowings
	<u>Secured Loans</u>			
	From Bank (Vehicle Loans)	493,043	211,132	281,911
	From Other Parties (Vehicle Loans)	310,944	310,944	-
	<u>Unsecured Loans</u>			
	From Other Parties	50,000,000	50,000,000	-
	Total	50,803,987	50,522,076	281,911



Note: 6

Short Term Borrowings

Amount in ₹

S No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Loan Repayable on Demand - From Bank (Secured - see footnote)*	2,115,017	28,373,874
2	Unsecured Loans - From Other Parties	50,799,496	50,000,000
	Total	52,914,513	78,373,874

*Secured Loan from banks consist of overdraft facilities. These are secured against the personal guarantee of the directors.

Note: 7

Trade Payable

Amount in ₹

S No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Sundry Creditors for Material/Supplies: Foreign Creditors Indian Creditors	33,731,560 14,116,246	41,748,372 75,563,982
	Total	47,847,806	117,312,354

Note: 8

Other Current Liabilities

Amount in ₹

S No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Current maturities of long term loans/Finance Lease Obligations Secured Term Loans - From Bank (see footnote below)* - From Other Parties	1,465,566 -	211,132 310,944
2	Advance From Customers	18,688,925	43,942,939
3	<i>Investors Education & Protection Fund will be credited by the following amounts, as and when due</i> Unclaimed Dividend	230,068	231,068
4	Other Payables TDS, Service Tax, VAT** Employee Benefits Govt. Dues Other Liabilities	17,734,185 28,257 734,313 1,824,122	15,913,773 18,556 734,313 1,234,692
	Total	40,705,436	62,597,417

* Term Loan from HDFC Bank & ICICI Bank Secured against hypothecation of car Eetiga & Land Rover

**Inclusive of Vat & CST payable of Rs. 1,68,98,045/- against which the company has deposited till 31-03-2014 Rs. 2,22,35,526/- reflected in Note 17. The amount are being shown separately pending assessments .



Note: 9

Short Term Provisions

Amount in ₹

S No	Particulars	As at 31.03.2014	As at 31.03.2013
1	Provision for employee benefits		
	Gratuity Obligation	293,287	296,044
	Leave Encashment	30,351	23,580
2	Provision - Others		
	Provision for Income Tax	8,700,000	7,800,000
	Provision for proposed dividend	3,698,000	3,698,000
	Provision for Dividend Distribution Tax	628,475	628,475
	Total	13,350,113	12,446,099

Note : 10

Depreciation

Amount in ₹

S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
1	Depreciation	1,759,189	1,037,301
	Total	1,759,189	1,037,301

Note : 11

Non Current Investment

Amount in ₹

S No.	Particulars	As at 31.03.2014	As at 31.03.2013
	Trade Investments (valued at cost unless stated otherwise)		
	Investment in equity instruments (Unquoted)		
	518292 equity shares of Hilton Rubbers Ltd. fully paid up (face value ₹ 10/- per Share)	466,463	466,463
	Total	466,463	466,463

Note : 12

Deferred Tax Assets

Amount in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Computation of Deferred Tax (Asset) / Liability		
Depreciation on 31st March 2014 - as per Companies Act 1956	1,668,441	1,037,301
Depreciation as on 31st March 2014 - as per Income Tax Act 1961	1,672,623	1,023,559
Timing Difference { Assets / (Liabilities) }	(4,182)	13,742
Deffered Tax Assets	61,366	63,097
Deffered Tax Liabilities	(44,788)	-
Timing Difference	12,396	76,839
Tax on above at 30.90%	3,830	23,743
Less: Deferred Tax Assets as on 01st April 2013 (Opening)	447,671	423,928
Deferred Tax Assets	451,501	447,671

Chandra Prabhu International Limited
Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2014

Note : 10

Fixed Asset

Amount in ₹

S. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
	Tangible Assets											
1	Land	-	473,080	-	-	473,080	-	-	-	-	473,080	473,080
2	Air Conditioners	13.91%	486,631	-	-	486,631	437,460	6,840	-	444,300	42,331	49,171
3	Plant & Machinery	13.91%	330,306	18,100	-	348,406	132,297	29,522	-	161,819	186,587	198,009
4	Furnitures & Fixtures	18.10%	1,107,166	-	-	1,107,166	841,018	48,172	-	889,190	217,976	266,148
5	Vehicles	25.89%	6,661,588	5,418,153	-	12,079,741	4,440,074	1,456,051	-	5,896,125	6,183,616	2,221,514
6	Office Equipment	13.91%	1,145,624	-	-	1,145,624	725,375	58,457	-	783,832	361,792	420,249
7	Computer	40.00%	1,565,889	43,525	-	1,609,414	1,316,362	105,868	-	1,422,230	187,184	249,527
8	Generators	13.91%	638,800	-	-	638,800	292,518	48,167	-	340,685	298,115	346,282
9	Xerox Machine	13.91%	162,000	-	-	162,000	118,060	6,112	-	124,172	37,828	43,940
	SUB TOTAL (A)		12,571,084	5,479,778	-	18,050,862	8,303,164	1,759,189	-	10,062,353	7,988,510	4,267,921
	(Previous Year)		16,423,553	1,916,853	5,769,322	12,571,084	7,836,066	1,037,301	570,203	8,303,164	4,267,921	-



Note : 13

Long Term Loans and Advances

Amount in ₹

S No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Security Deposit		
	Unsecured, Considered Good	11,000	26,000
2	Balances with Govt. Authorities		
	Unsecured, Considered Good		
	Anti Dumping Duty Receivable (refer note below)*	4,208,844	2,767,782
	4% Additional Duty Receivable	5,205,996	15,245,975
	Income Tax Recoverable A.Y. - 1999-2000	38,082	38,082
3	Other Loans & Advances		
	LIC Gratuity Fund	403,653	329,823
	Total	9,867,575	18,407,662

*A sum of ₹ 4208844/- is inclusive of interest of Rs. 14,41,062/- is an amount deposited under protest as Anti Dumping Duty imposed by the office of Customs Authority, New Delhi on Import of Synthetic Rubber (Styrene Butadiene KHS-68) in the earlier years has been decided in favour of the company by CESAT as per order dtd 03/06/2011 and refund amount received on 09/05/2014.

Note : 14

Inventories

Amount in ₹

S No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Synthetic Rubber	-	105,279,680
2	Shares	1,304,889	1,304,889
3	Coal	402,340	389,464
	Total	1,707,229	106,974,033

Note : 15

Trade Receivable

Amount in ₹

S No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Trade receivables outstanding for a period exceeding six months		
	Unsecured, considered good	32,212,712	6,194,142
2	Other Trade receivables		
	Unsecured, considered good	43,760,276	80,394,873
	Total	75,972,988	86,589,015

Note : 16

Cash & Cash Equivalent

Amount in ₹

S No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Cash-in-Hand		
	Cash Balance (As certified by Management)	1,171,303	249,673
	Sub Total (A)	1,171,303	249,673
2	Cheques/DD in Hands		
		83,124	183,038
	Sub Total (B)	83,124	183,038
3	Balances with Bank		
	On Current Accounts	15,184,390	788,487
	Unclaimed Dividend Account	230,068	231,068
	In Fixed Deposit	10,747,283	11,600,000
	Deposits having original maturity exceeding 3 months but due for realizations within 12 months of the reporting date.		
	Sub Total (C)	26,161,741	12,619,555
	Total [A + B + C]	27,416,168	13,052,266



Note 17

Short Term Loans and Advances

Amount in ₹

S No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	Security Deposits Unsecured, Considered Good	370,500	470,500
2	Loans and advances to Employees Unsecured, Considered Good	261,219	241,895
3	Prepaid Expenses Unsecured, Considered Good	260,518	369,497
4	Balances with Govt. Authorities TDS Receivable F.Y. 2013-14 TDS Receivable F.Y. 2012-13 VAT Receivable F.Y. 2013-14 Service Tax -Receivable Advance Tax F.Y. 2012-13 Advance Sale Tax TCS Receivable F.Y. 2013-14 TCS Receivable F.Y. 2012-13	99,102 - 10,353 - - 22,235,526 5,159,909 -	- 174,421 - 1,500 2,500,000 18,858,742 - 2,072,491
5	Other Assets Advance to Suppliers DEPB Licence (advance against purchase)	114,848,241 -	113,886,506 346,685
	Total	143,245,368	138,922,237

Disclosure in respect of Related Party Disclosure (As per Revised AS – 18)

The Management has identified the following Companies and individuals as related parties of the Company for the year ended 31st March, 2014 for the purposes of reporting as per AS 18 – “Related Party Transactions”:-

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

- | | |
|---|-----|
| 1. Subsidiaries | Nil |
| 2. Fellow Subsidiaries | Nil |
| 3. Associates | Nil |
| 4. Key Managerial Personnel & their Relatives
Mr. Akash Jain - Managing Director
Mr. Vikas Jain - Brother | |
| 5. Companies where key Managerial Personnel & their Relatives have significant influence:
South West Pinnacle Exploration Pvt. Ltd. | |



(B) Transactions carried out with related parties referred in (A) above, in ordinary course of business:

Particulars	Key Mgt Personnel	Entities of Relative of KMP
Loan received 31.03.14	75,100,000	13,000,000
Loan received 31.03.13	100,100,000	204,709
Loans repaid 31.03.14	75,100,000	13,000,000
Loans repaid 31.03.13	100,100,000	227,454
Remuneration Outstanding 31.03.2014	394,470	Nil
Remuneration Outstanding 31.03.2013	Nil	Nil
Remuneration Paid 31.03.14	1,200,000	Nil
Remuneration Paid 31.03.13	1,200,000	Nil
Balance o/s loans as on 31.03.14	Nil	Nil
Balance o/s loans as on 31.03.13	Nil	Nil

(C) Disclosure required by clause 32 of the Listing Agreement

Amount of Loans/Advances in the nature of loans outstanding from subsidiaries during 2013-14 - NIL

Note : 18

Other Current assets

Amount in ₹

S No.	Particulars	As at 31.03.2014	As at 31.03.2013
1	<u>Accruals</u>		
	Interest accrued on FDRs'	658,279	1,025,976
2	<u>Other Advances Receivable</u>		
	Other Receivable	6,500	16,478
	Income Tax Receivable for F.Y. 2012-13	2,329,053	-
	Total	2,993,832	1,042,454

Note : 19

Revenue from Operations

Amount in ₹

S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
1	Synthetic Rubber	357,230,972	440,570,982
2	Gilsonite	-	1,010,320
3	Sale of Shares	-	599,246
4	Coal	670,833,544	435,860,080
	Total	1,028,064,516	878,040,628

Note : 20

Other Income

Amount in ₹

S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
1	Interest Income*	2,461,112	1,744,206
2	Misc Income	460,702	94,639
3	Discount recd on DEPB	193,547	1,158,138
4	Unclaimed Credits	281,827	-
5	Rebate & Discount	-	1,200,000
6	Profit on Sale of Land	-	957,390
7	Speculative Profit on Currency	-	356,828
8	Provision no longer required written back	-	51,526
9	Actuarial Gain on Obligation	64,093	-
	Total	3,461,281	5,562,727

*The above income is inclusive of interest on FDR Rs. 991008/- (Rs. 1744206/-) & Interest of Rs. 14,41,062/- on Anti dumping duty



Note : 21

Purchase of Stock in Trade

Amount in ₹

S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
	Purchase of Traded Goods		-
	Synthetic Rubber		
	Domestic	14,674,170	67,751,387
	Imported	226,351,496	350,550,121
	Coal	633,038,905	417,012,881
	Total	874,064,571	835,314,389

Imported purchases are inclusive of Custom Duty & other incidental expenses

Note : 22

Changes in Inventories of Stock in Trade

Amount in ₹

S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
1	<u>Inventories at the end of the year</u>		
	Synthetic Rubber	-	105,279,680
	Shares	1,304,890	1,304,890
	Coal	402,340	389,464
		1,707,230	106,974,034
2	<u>Inventories at the beginning of the year</u>		
	Synthetic Rubber	105,279,680	92,067,495
	Shares	1,304,889	1,786,355
	Coal	389,464	-
		106,974,033	93,853,850
	Net Increase	105,266,803	(13,120,184)

Note : 23

Employee Benefits

Amount in ₹

S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
1	Salaries	1,768,312	1,605,527
2	MD Remuneration	1,200,000	1,200,000
3	PF Statutory Expenses	14,230	12,563
4	Leave Encashment	30,351	23,580
5	Employer Cont. of ESI	25,562	37,336
6	Employer Cont. of PF	125,515	93,651
7	Staff Welfare Expenses	338,802	395,480
8	Provision towards Gratuity Fund	61,336	63,097
9	Employee Compensation	-	100,000
10	Group Insurance of Employee	59,615	18,742
	Total	3,623,723	3,549,976



Note : 24

Financial Cost		Amount in ₹	
S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
1	Interest Paid on Borrowing	888,329	965,013
2	Int/hire Purchase charges - Car	251,869	166,237
3	Interest on CC Limit	3,044,835	3,914,897
4	Letter of Credit Expenses	1,068,599	2,425,583
5	Commission/Interest on Bill Discount	131,325	422,103
6	Financial Charges	-	4,717
7	Other Borrowing Costs	1,296,768	2,508,462
	Total	6,681,725	10,407,012

Note : 26

Exceptional Items		Amount in ₹	
S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
1	Profit on disposal of shares of Subsidiary	-	4,320,000
2	Profit on Sale of Shares	240,000	-
	Total	240,000	4,320,000

Note 27

Earning per share		Amount in ₹	
S No	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
	Basic & Diluted Earning Per Share		
	Net profit attributable to equity shareholders (after taxes)	18,735,424	18,786,130
	Number of shares outstanding at the end of the reporting period	3,698,000	3,698,000
	Basic & Diluted Earning Per Share	5.07	5.08

Note 28

Contingent Liabilities (not provided for) in respect of:		Amount in ₹	
S No	Contingent Liabilities	31.03.2014	31.03.2013
1	Foreign LCs \$ 7,14,276.00 @ Rs. 59.95/-	42,822,203	83,890,455
2	Bank Guarantee (Indian)	-	-
3	Corporate Guarantee	-	-
4	Demands not acknowledged as debts and not provided for, in respect of which the matters are in appeal and exclusive of the effect of similar matters in respect of assessments remaining to be completed	Nil	Nil

Note 29

Expenditure and Earnings in Foreign Currencies		Amount in ₹	
S No	Particulars	31.03.2014	31.03.2013
1	Expenditure	Nil	Nil
2	Earnings	Nil	Nil



Note : 25

Other Expenses		Amount in ₹	
S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
1	Auditor Remuneration (refer Note below)	215,957	197,095
2	Internal Audit Fee	16,854	16,854
3	Intt on Income Tax/TDS/Service Tax/Vat/CST/TCS**	242,490	189,066
4	Telephone / Internet Expenses	221,912	214,351
5	Advertisement Expenses	129,833	107,397
6	Business Promotion Expenses	125,074	64,895
7	Credit Rating Expenses	56,180	21,548
8	Computer Expenses	21,644	48,375
9	Conveyance/Travelling Expenses	43,682	212,517
10	Commission Paid	536,746	56,094
11	Bank Charges	50,883	17,248
12	Foreign Exchange Fluctuation	5,336,890	7,819,607
13	Depositories Charges	27,159	32,821
14	Electricity/Water Expenses	509,074	418,810
15	General Expenses	523,799	1,527,106
16	Genset Expenses	117,800	222,129
17	Godown Rent	888,000	1,038,000
18	Sale Tax / TCS Demand	272,110	2,694,852
19	Insurance Expenses	492,638	477,880
20	Loss on Sale of Assets	-	217,909
21	Membership/Subsription Fee	201,907	290,328
22	Office Running & Maintenance Expenses	127,997	146,294
23	Postage & Courier Charges	59,740	56,743
24	Printing & Stationery Charges	83,040	101,299
25	Prior Period Expenses	276,766	5,899
26	Professional Fee	285,510	134,397
27	Repair & Maintenance Charges	61,375	74,330
28	Retainership Fee	312,000	312,000
29	Security Expenses	-	10,224
30	Vehicle Running & Maintenance Expenses	396,062	419,704
31	Freight outward	1,485,454	1,044,345
32	EMD Forfeited	-	5,700,000
	Total	13,118,576	23,890,116



Note		Amount in ₹	
S No.	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013
1	Payment to auditor comprises as under: -		
	Audit Fee	139,327	117,978
	Tax Audit Fee	34,832	28,090
	Fees for other services	41,798	51,027
	Total	215,957	197,095
2	Prior Period Items: -		
	Prior Period Expenses		
	Professional Charges	-	5,899
	Additional Duty	276,766	-
	Total	276,766	5,899

Note 30**Value of Imports on CIF Basis**

S No	Particulars	31.03.2014	31.03.2013
1	Trading Goods	2255 (lacs)	3478 (lacs)

Note 31**Employees Benefit Plans***Defined Contribution Plan*

A separate trust has been established covering gratuity liability of staff. The Trust has taken a policy on 01/07/2011 under Group Gratuity Insurance Scheme of LIC under the defined contribution plans. Every employee who has completed three years or more of services is eligible for a Gratuity on separation at 15 days' basic salary (last drawn salary) for each completed year of service. The company has also taken external Actuarial Valuation for determining the liability for future gratuity benefits but has considered LIC Valuations for company accounts. The assumptions of the Actuary for unfunded defined gratuity plan are worked out as under :

Fair value of plan assets

		31/03/2014	31/03/2013
a)	Fair value of plan assets at the beginning of the period	329,823	250,321
b)	Acquisition adjustment	--	--
c)	Actual return on plan assets	29,042	24,047
d)	Contributions	44,788	55,455
e)	Benefits paid	--	--
f)	Fair value of plan assets at the end of the period	403,653	329,823
g)	Funded status	110,366	33,779
h)	Excess of actual over estimated return on plan assets	182	1,518

Actuarial gain / loss recognized

		3/31/2014	31/03/2013
a)	Actuarial gain/(loss) for the period- obligation	64,093	(38,024)
b)	Actuarial (gain)/loss for the period - plan assets	(182)	(1,518)
c)	Total (gain)/loss for the period	(64,275)	36,506
d)	Actuarial (gain) / loss recognized in the period	(64,275)	36,506
e)	Unrecognized actuarial (gains) losses at the end of period	--	--

The amounts to be recognized in balance sheet and related analysis

		3/31/2014	31/03/2013
a)	Present value of obligation as at the end of the period	293,287	296,044
b)	Fair value of plan assets as at the end of the period	403,653	329,823
c)	Funded status / Difference	110,366	33,779
d)	Excess of actual over estimated	182	1,518
e)	Unrecognized actuarial (gains)/losses	--	--
f)	Net asset/(liability) recognized in balance sheet	110,366	33,779

**Expense recognized in the statement of profit and loss**

		3/31/2014	31/03/2013
a)	Current service cost	36,172	31,363
b)	Past service cost	--	--
c)	Interest cost	25,164	17,757
d)	Expected return on plan assets	(28,860)	(22,529)
e)	Curtailment cost / (Credit)	--	--
f)	Settlement cost / (credit)	--	--
g)	Net actuarial (gain)/ loss recognized in the period	(64,275)	36,506
h)	Expenses recognized in the statement of profit & losses	(31,799)	63,097

Reconciliation statement of expense in the statement of profit and loss.

		3/31/2014	31/03/2013
a)	Present value of obligation as at the end of period	293,287	296,044
b)	Present value of obligation as at the beginning of the period	296,044	208,900
c)	Benefits paid	--	--
d)	Actual return on plan assets	(29,042)	(24,047)
e)	Acquisition adjustment	--	--
f)	Expenses recognized in the statement of profit & losses	(31,799)	63,097

Amount for the current period.

		3/31/2014	31/03/2013
a)	Present value of obligation as at the end of period	293,287	296,044
b)	Fair value of plan assets as at the end of the period	403,653	329,823
c)	Surplus / Deficit	110,366	33,779
d)	Experience adjustment on plan Liabilities (loss) / gain	83,083	(38,024)
e)	Experience adjustment on plan Assets (loss) / gain	(642)	1,518

Movement in the liability recognized in the balance sheet.

		3/31/2014	31/03/2013
a)	Opening net liability	296,044	208,900
b)	Expense as above	(31,799)	63,097
c)	Benefits paid	----	--
d)	Actual return on plan assets	29,042	24,047
e)	Acquisition adjustment	--	--
f)	Closing net liability	293,287	296,044

Major categories of plan assets (as percentage of total plan assets)

		3/31/2014	31/03/2013
a)	Government of India Securities	--	--
b)	State Government securities	--	--
c)	High Quality Corporate Bonds	--	--
d)	Equity Shares of listed companies	--	--
e)	Property	--	--
f)	Special Deposit Scheme	--	--
g)	Funds Managed by Insurer	100%	100%
h)	Bank Balance (For Gratuity)	--	--
	Total	100%	100%



Note 32

Segment Reporting

The Company is predominantly engaged in commodities trading of Rubber & Chemicals and Coal, which has been identified as main business segment.

S No.	Particulars	Commodities		Other unallocable		Total	
		2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
1	Revenue						
	Intersegment Sale	10,280.65	8,780.41	-	-	10,280.65	8,780.41
	Other Income	-	-	34.61	55.63	34.61	55.63
	Total Net Sale/Income from operations	10,280.65	8,780.41	34.61	55.63	10,315.26	8,836.04
2	Results						
	Segment Results	278.66	285.70	34.61	43.63	313.27	329.33
	Operating Profit/(Loss)					313.27	329.33
	Intrest Exp.					43.16	104.07
	Profit/(Loss) Before Tax					270.11	225.26
	Exceptional Items					2.40	43.20
	Current Tax					130.26	121.26
	Tax related to earlier years					(0.04)	2.82
	Deffered Tax					1.80	(0.24)
	Profit/(Loss) After Tax					144.09	144.60
3	Other Information						
	Segment Assets	2702.50	3698.36	-	-	2,702.50	3,698.36
	Segment Liabilities	1566.83	2706.78	-	-	1,566.83	2,706.78
4	Other						
	Capital Expenditure	1131.19	987.10	-	-	1131.19	987.10
	Depreciation	17.59	10.37	-	-	17.59	10.37
	Non cash expenses other than Depreciation						

Note 34

Due to Micro Small & Medium Enterprises

The companies has no dues to Micro, Small & Medium Enterprises during the year ended March 31, 2014.

In terms of our report of even date

For J P S & CO

Chartered Accountants

FRN 004086N

For Chandra Prabhu International Limited

CA J C Verma

Partner

M. No. 083210

Akash Jain

Managing Director

DIN - 00049303

Prakash Goyal

Director

DIN - 00049303

Place : New Delhi

Date : 26/05/2014

CIN No.: L51909DL1984PLC019441
Company No.: 019441
Authorised Capital: Rs. 500, 00,000/-
Paid up Capital: Rs. 3, 69, 80,000/-

COMPLIANCE CERTIFICATE

Under Section 383A (1) of the Companies Act, 1956

To
The Members,
Chandra Prabhu International Limited
14, Rani Jhansi Road
New Delhi - 110055

I have examined the registers, records, books and papers of **Chandra Prabhu International Limited** having its registered office at 14, Rani Jhansi Road, New Delhi – 110055 as required to be maintained under the Companies Act, 1956 & the Companies Act, 2013 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended as on **31st March, 2014**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year.

1. The Company has kept and maintained all registers as stated in Annexure “A” to this certificate, as per the provisions of The Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure “B” to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company being a Public Limited Company has the minimum prescribed paid up Capital as required by the Companies Act, 1956 & Companies Act, 2013.
4. The Board of Directors duly met 7 (Seven) times on 30/05/2013, 27/06/2013, 09/08/2013, 27/08/2013, 31/10/2013, 12/11/2013 and 05/02/2014 in respect of which meetings proper notices were given and proceedings were properly recorded and signed circular resolutions was passed in the Minutes Book maintained for the purpose.
5. During the Financial year under review, the Register of Members, were closed from 19th September, 2013 (Thursday) to 25th September, 2013 (Wednesday) for the purpose of payment of Dividend and 28th Annual General Meeting of the Company, for the financial year ending 31st March, 2013.
6. The Twenty Eighth Annual General Meeting of the Company for the Financial Year ended 31st March, 2013 was held on 25th September, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minute Book maintained for the purpose.
7. No Extraordinary General Meeting was held during the year.
8. The Company has not granted any loan or given any guarantee or provided any security to the parties covered under Section 295 of the Companies Act 1956 and section 185 of the Companies Act, 2013 during the financial year.
9. The Company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in the section.

10. The Company has made necessary entries in the register maintained under Section 301 of the Act in respect of the disclosures made in pursuance of Section 299 (3) of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has not issued any duplicate share certificates during the year.
13. The Company has :
 - (i) Delivered all the certificates for the transfer/transmission made during the financial year and has complied with the applicable provisions of the Act.
 - (ii) Transferred an amount of Rs.36,98,000/- in HDFC Bank Limited, CMS-ATPAR Dept Lodha-1, Think Techno Campus, Alpha- 3rd Floor, Next to Kanjur Marg Station, Kanjur Marg (E), Mumbai-400042 as Company has declared and paid dividend to Shareholders of the Company @10% i.e. Rs.1 per share during last Financial Year.
 - (iii) posted all the warrants to all members of the company for the dividend declared during the financial year.
 - (iv) transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remain unclaimed or unpaid for a period of seven years to Investor Education & Protection Fund. **Not Applicable**
 - (v) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted as per the Provisions the Company act of and Mr. Nishant Goyal was appointed as an Additional (Independent Director) w.e.f. 30th May, 2013 and was regularized in the 28th AGM held on 25th September, 2013.
15. The appointment of Managing Director/~~Whole-Time Director/Manager~~ was in compliance with the provisions of section 269 read with Schedule XIII to the Act.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director and Registrar or other such authorities under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any further shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the Financial Year.

24. The company has made the borrowings from the Financial Institutions and has duly complied with the provisions of Section 293 (1) (a) & (d) of the Companies Act, 1956 and Section 180 of the Companies Act, 2013.
25. The Company has not made any investments under Section 372A of the Act during the financial year.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the financial year.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the Financial Year.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the Financial Year.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the year.
33. Since there is no employee in the company therefore the provision of section 418 of the Act with regard to deposit of employee and employer contribution to Provident Fund and with prescribed authorities are not applicable.

**FOR KKS AND ASSOCIATES
Company Secretaries**

**Place: New Delhi
Date: 4th September, 2014**

**Krishna Kumar Singh
Prop.
M No. ACS-19375
CP No. 9760**

Annexure “A”

Registers as maintained by the Company

1. Minutes Book of Meeting of the Board of Directors under Section 193.
2. Minutes Book of General Meeting under Section 193.
3. Register of Contracts, Companies & Firms in which Directors etc. are interested under Section 301(3).
4. *Register of Share Transfers maintained by the RTA Alankit Assignment Ltd..
5. Register of Directors, Managing Directors, Managers & Secretary under Section 303.
6. Register of Directors' Shareholding under Section 307.
7. *Register of Members under Section 150 maintained by the RTA Alankit Assignment Ltd.
8. Register of Fixed Assets.
9. Books of Accounts under Section 209.
10. Register of Charges under Section 143.

**Maintained by the Registrar & Share Transfer Agent of the Company M/s Alankit Assignment*

Annexure “B”

S. No.	Documents Filed	Date of Filing	Whether filed within Prescribed Time	Additional Fees Paid
1.	Annual Return (Form 20B)	23/11/2013	Yes	No
2.	Balance Sheet (Form 23AC)	24/10/2013	Yes	No
3.	Profit & Loss (Form 23 ACA)	24/10/2013	Yes	No
4.	Compliance Certificate (Form 66)	24/10/2013	Yes	No
5.	Form-32	31/05/2013	Yes	No
6.	Form-5 INV	09/08/2013	Yes	Yes
7.	Form-5 INV	07/03/2014	Yes	Yes

Place: New Delhi

Date: 4th September, 2014

CHANDRA PRABHU INTERNATIONAL LIMITED

Reg. Off.: 14, Rani Jhansi Road, New Delhi-110055
Corporate Identity Number (CIN): L51909DL1984PLC019441
Phone: 011-23516567; Fax: 91-11-23553698
Email: info@cpil.com, Website: www.cpil.com

29TH ANNUAL GENERAL MEETING, TUESDAY, SEPTEMBER 30, 2014

ATTENDANCE SLIP

I/we hereby confirm and record my/our presence at the 29th Annual General Meeting of CHANDRA PRABHU INTERNATIONAL LIMITED to be held on Tuesday, September 30, 2014, at 10.00 A.M. at Khasra No.105/10, Arora Farms, B-Block, Sant Nagar, Burari, Delhi-110084.

Folio No.:	DP ID*:	Client ID*:
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		
Signature of Shareholder/Proxy		

Signature of the Shareholder (s)-----

Signature of the Shareholder (s)-----

Signature of 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.

*Applicable for shareholders holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

Note: Please read the instructions printed under the Note to the Notice of 29th AGM dated September 30, 2014. The Voting period starts from Wednesday September 24, 2014 (9:00 am) and ends on Thursday September 25, 2014 (6:00 pm). The voting module shall be disabled by NSDL for voting thereafter.

CHANDRA PRABHU INTERNATIONAL LIMITED

Reg. Off.: 14, Rani Jhansi Road, New Delhi-110055
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29TH ANNUAL GENERAL MEETING, TUESDAY, SEPTEMBER 30, 2014

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	
Email ID:	
Folio No./Client ID	
DP ID	

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

- 1 Name:
Address:
Email ID: Or failing him
- 2 Name:
Address:
Email ID: Or failing him
- 3 Name:
Address:
Email ID: Or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 29th Annual General Meeting of the Company to be held on Tuesday, September 30, 2014, at 10.00 A.M. at Khasra No.105/10, Arora Farms, B-Block, Sant Nagar, Burari, Delhi-110084 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
1	To consider and adopt the audited "financial statement of the Company for the "financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon		
2	To declare final dividend on equity shares.		
	Appointment of Auditors		

3	To appoint J P S & Co., Chartered Accountants as statutory auditors of the Company and fix their remuneration		
4	Special Business "Appointment of Mr. Prakash Goyal as an Independent Director of the Company "Appointment of Mr. Sanjay Goel as an Independent Director of the Company "Appointment of Mr. Nishant Goyal as an Independent Director of the Company "Appointment of Branch Auditors of the Company		
5.			
6.			
7			

Signed this _____ day of _____, 2014

(Signature of the Shareholder)

Affix revenue stamp

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.

BOOK POST



From :
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14, Rani Jhansi Road,
New Delhi - 110055

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