

CHANDRA PRABHU INTERNATIONAL LIMITED

CIN L51909DL1984PLC019441



REGD. OFFICE: 1ST FLOOR, 14, RANI JHANSI ROAD, NEW DELHI-110055 PH.: +91-11-23516567
CORPORATE OFFICE: 1512, 15TH FLOOR, GALLERIA TOWERS, DLF PHASE-IV, GURUGRAM-122009 (HR)
PH.: +91-124-44754936 | E-mail: info@cpil.com | Website: www.cpil.com

Date: 04/05/2023

THROUGH BSE LISTING PORTAL

Scrip Code No.: 530309

BSE Ltd

Corporate Relationship Department,
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street ,
Mumbai- 400001

Subject: Submission of Annual Secretarial Compliance Report for the year ended on March 31, 2023.

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended on March 31, 2023 certified by Mr. Krishna Kumar Singh, Proprietor of M/s KKS & Associates, Company Secretaries, New Delhi.

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully

For CHANDRA PRABHU INTERNATIONAL LIMITED

KOMAL
Digitally signed by KOMAL
DN: cn=KOMAL,
o=CHANDRA PRABHU INTERNATIONAL LIMITED,
ou=COMPLIANCE OFFICER,
email=komal@cpil.com,
c=IN,
serialNumber=123456789,
date=2023.05.04 16:47:36 +05'30'

KOMAL
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: a/a



SECRETARIAL COMPLIANCE REPORT OF

M/S CHANDRA PRABHU INTERNATIONAL LIMITED (CIN: L51909DL1984PLC019441) FOR THE YEAR ENDED
31st MARCH, 2023

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and such circular is further amended by BSE notice no. 20230316-14 dated 16.03.2023]

We, have examined:

- (a) all the documents and records made available to us and explanation provided by M/s Chandra Prabhu International Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 *(Not Applicable since there were no events requiring compliance during the Review Period)*;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(Not Applicable since there were no events requiring compliance during the Review Period)*;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 *(Not Applicable since there were no events requiring compliance during the Review Period)*;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(Not Applicable since there were no events requiring compliance during the Review Period)*;



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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 *(Not Applicable since there were no events requiring compliance during the Review Period)*;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulation, 2018;

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable</p>	Yes	
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes Yes	
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a 	Yes Yes	



	<p>separate section on the website</p> <ul style="list-style-type: none"> • Web-links provided in annual corporate governance report under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	Yes	
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t:</p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p> <p>Yes</p>	The Listed entity does not have any Subsidiary
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	



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8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes NA	Prior approval was taken for all Related Party Transaction
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure (s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes	As informed by the management, no actions were taken against the company/ its promoters/ directors/ subsidiaries either by SEBI or by BSE under SEBI regulations and circulars/ Guidelines issued there under during the year under review.



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12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	No additional non-compliances were observed for any SEBI regulation/ Circular/ Guidance note etc. during the year under review.
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (YES/NO/NA)	Observations / Remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	There was no such event in the listed entity during the year under review. Further the Listed entity does not have any Subsidiary.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	There was no such event in the listed entity during the year under review.



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	<p>a. In case of any concern with the management of the listed entity /material subsidiary such as non-applicability of information /non- cooperation by the management which has hampered the audit process , the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	<p>NA</p>	<p>Further the Listed entity does not have any Subsidiary</p> <p>There was no such event in the listed entity during the year under review. Further the Listed entity does not have any Subsidiary</p>
	<p>b. In case the auditor proposes to resign all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	<p>NA</p>	<p>There was no such event in the listed entity during the year under review.</p>
	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as</p>	<p>NA</p>	<p>There was no such event in the listed entity during the year under review.</p>



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	<p>mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	<p>There was no such event in the listed entity during the year under review. Further the Listed entity does not have any Subsidiary</p>
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	<p>There was no such event in the listed entity during the year under review. Further the Listed entity does not have any Subsidiary</p>

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified-

S. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken By	Type of action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing	Management Response	Remarks
NIL										



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

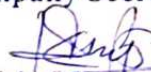
S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken By	Type of action	Details of Violation	Fine Amount	Observation s/Remarks of the Practicing	Management Response	Remarks
NIL										

Place: New Delhi

Date: 04.05.2023

UDIN: F008493E000252891

For KKS & ASSOCIATES
Company Secretaries


Krishna Kumar Singh
Proprietor
M. No. 8493