

CHANDRA PRABHU INTERNATIONAL LIMITED

CIN L51909HR1984PLC133745



REGD. OFFICE : 522, 5TH FLOOR, GALLERIA TOWER, DLF CITY PHASE-IV, GURUGRAM-122009 HARYANA
BRANCH OFFICE : OFFICE NO. 20, 1ST FLOOR, PLOT NO. 102, CORPORATE PARK, SECTOR - 8, GANDHIDHAM, KACHCHH, GUJARAT - 370201
Mob. +91-9953001710, 8860600114 E-mail : info@cpil.com | Website : www.cpil.com

To,
Bombay Stock Exchange Limited,
Corporate Relationship Department,
2nd Floor, New Trading Ring,
P.J. Towers, Dalal Street, Mumbai – 400 001

Date: 07/08/2026

Scrip Code – 530309

Subject- Submission of Annual Report of M/s Chandra Prabhu International Limited for the Financial Year 2025-26.

Dear Sir/Madam,

The 41st Annual General Meeting (“AGM”) of the Company will be held on Monday, 31st August 2026 at 11:30 A.M. IST through Video Conferencing/Other Audio Visual Means (OAVM).

Pursuant to Regulation 34(1) read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 41st Annual Report of the Company for the Financial Year 2025-26.

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of 41st Annual General Meeting and the Annual Report for the financial year 2025-26, being sent by email to those members whose email address are registered with the Company /Depository Participant(s).

The Annual Report containing Notice of 41st Annual General Meeting is also uploaded on the Company’s website at www.cpil.com.

This is for your information and record.

Thanking You,

For CHANDRA PRABHU INTERNATIONAL LIMITED

DEEPAK

RAJ SINGH

DEEPAK RAJ SINGH

COMPANY SECRETARY & COMPLIANCE OFFICER

Digitally signed by DEEPAK RAJ SINGH
Date: 2026.08.07 19:54:18 +05'30'

Encl: As Above



cpil

**41st
ANNUAL**

**REPORT
2025-26**



**CHANDRA PRABHU
INTERNATIONAL LIMITED**

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Our VISION



VISION

To become a trusted leader in India's coal trading sector by fostering a dynamic corporate culture that promotes efficiency, environmental responsibility, and a strong focus on safety, conservation, and quality. We strive for long-term success and sustainability through continuous innovation and operational excellence.



MISSION

To establish a customer-centric organization that delivers high-quality products and services. To deepen market penetration across India and assume industry leadership by enhancing our sales force, distribution network, and product portfolio. To build an agile and efficient organization that supports sustainable growth, strengthens administrative capabilities, ensures robust internal controls, and maintains full compliance. Our mission is to create enduring value for all stakeholders.



PURPOSE

To drive sustainable growth by delivering high-quality products and services, fostering innovation, and creating long-term value for customers, shareholders, and stakeholders across the Indian trading sector.

OUR PRODUCTS



— COAL —



— AGRO —



— METAL SCRAP —



Our **DISTRIBUTION CHAIN**



OUR ORGANIZATIONAL PILLARS



Smart Thinking

Finding effective and efficient solutions



Winning Attitude

Striving to achieve excellence in all we do



Innovative

Developing new and creative ideas



Flexible

Being adaptable to changing circumstances



Teamwork

Collaborating and supporting each other

CORE VALUE



THE VALUE WE CREATED FOR

OUR STAKEHOLDERS IN FINANCIAL YEAR 2025-26



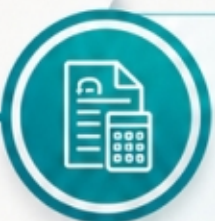
TOTAL REVENUE :

Rs. 60,521.32 Lacs



SEGMENT WISE REVENUE DETAILS

- Revenue from Coal : Rs. 54,395.04 Lacs
- Revenue from Metal Sector : Rs. 6126.28 Lacs
- Other Operating Revenue : Rs. 152.47 Lacs



FINANCIAL DETAILS

PAT : Rs. 290.25 Lacs

EARNING PER SHARE : Rs. 1.05



SOCIETY AND ENVIRONMENT

The Company demonstrates a strong commitment to environmental stewardship and regulatory compliance, while contributing to societal well-being through meaningful employment opportunities.

BRANCHES ACROSS INDIA



GURUGRAM

522, 5th Floor, Galleria Tower,
Galleria DLF- IV,
Gurugram, Haryana, 122009



JHARKHAND

2102, 21st, BLOCK 1, S G EXOTICA,
83 H.B.ROAD, SWAMI VIVEKANAND ROAD,
LALPUR, Ranchi, Jharkhand, 834001



UTTAR PRADESH

Kapoor Katra, Chandhosi, Mughalsarai,
Chandauli, Uttar Pradesh-232101



GUJARAT

Office No. 20, Plot No. 102, First Floor,
Corporate Park, Sector No. - 8, Gandhidham,
Kachchh, Gujarat, 370205



DELHI

14, Rani Jhansi Road
Jhandewalan,
New Delhi-110055

Chairman Message

“The best way to predict the future is to create it.”

-Peter Drucker

Dear Stakeholders,

I hope this message finds you in good health and high spirits.

The global economy continued its gradual stabilization, even as geopolitical tensions, evolving trade policies, and energy transitions tested resilience across markets. India, once again, stood out as a beacon of growth, with the economy expanding by 7.6% in real terms during FY 2025–26—its fastest pace in years—supported by robust domestic consumption, strong manufacturing momentum, and continued infrastructure development.

During 2025–26, India's coal and metal trading sectors experienced massive domestic output—surpassing 1.03 billion tonnes in coal production—alongside booming crude steel and non-ferrous metal demand. Key drivers included commercial mining reforms, the notification of new online trading platforms, and infrastructure growth, tempered by logistical bottlenecks and tightening global green regulations.

Despite key challenges such as coking coal deficit, logistical constraints, regulatory and anti-dumping pressures, and global tariff volatility, the implementation of transparent and regulated digital trading frameworks through the notified Coal Exchange Rules, 2026, aimed at standardising delivery-based spot and forward contracts, coupled with the

Government's Clean Coal and Coal Gasification initiatives under the “Coal Gasification Decade” programme for creating alternative high-value chemical and syngas market opportunities, is expected to strengthen the coal and metal ecosystem. Further, the strategic diversification by major state-backed mining and trading enterprises into lithium, cobalt and rare earth minerals under the National Critical Mineral Mission is likely to support the growth of the metals industry and create new business opportunities in the medium to long term.

As I look back on the financial year 2025–26, it was not without its challenges, but it was also a year of meaningful progress. I am proud to share that CPIL has once again demonstrated remarkable resilience and adaptability in the face of a rapidly evolving global and domestic landscape. My journey with CPIL as Managing Director of CPIL—a journey that continues to be both challenging and deeply rewarding by virtue of volatile nature of business Industry, in which the Company is operating.

We refocused our resources, strengthened client relationships, and implemented targeted growth initiatives. Our commitment to fulfilling industrial needs through reliable and responsible trading practices remains unwavering. The Company has shifted its strategy and has

focussed majorly on more profitable business segment of Coal trading.

As we look ahead, CPIL remains focused on delivering value, embracing innovation, and contributing meaningfully to India's industrial growth. With a clear vision and your continued support, we are confident in our ability to navigate the future with purpose and impact.

I remain sincerely grateful for the trust and support of our customers, partners, employees, and shareholders, whose belief in our vision continues to inspire and drive us forward. The confidence placed in us by our stakeholders has been both our strength and our inspiration to create long-term value.

Gajraj Jain

(Chairman-cum Managing Director)

CORPORATE INFORMATION



KEY MANAGERIAL PERSONNEL

- : Mr. Gajraj Jain, Chairman cum Managing Director
Mr. Akash Jain, CEO (Resigned w.e.f. 07/07/2025)
Mr. Amar Singh, Chief Financial Officer
Mr. Atul Jain, Chief Operating Officer (Resigned w.e.f. 07/07/2025)
Ms. Komal, Company Secretary & Compliance Officer (Resigned w.e.f. 30/05/2025)
Mr. Deepak Raj Singh Company Secretary & Compliance Officer (Appointed w.e.f. 02-06-2025)



BOARD OF DIRECTORS

- : Mr. Gairaj Jain, Managing Director
Mr. Jitendra Kumar Mishra, Independent Director
Mr. Tilak Raj Goyal, Independent Director
Mr. Punit Jain, Independent Director
Mr. Pradeep Kumar Goyal, (Non- Executive Non Independent) (w.e.f 25-07-2024)
Mrs. Hemlata Jain, Woman Director



REGISTERED OFFICE

- : 522, 5th Floor, DLF Galleria Tower,
Galleria DLF IV, Gurugram, Haryana, 122009



WEBSITE

- : www.cpil.com



STATUTORY AUDITOR

- : M/s. J P S & Co., Chartered Accountants
New Delhi (Firm Registration No. 004086N)

41st ANNUAL GENERAL MEETING

	Date	31st August, 2026
	Day	Monday
	Time	11:30 A.M.
	Place	Through Video Conferencing/Other Audio Visual Means



INTERNAL AUDITOR

- : Baj & Company, Chartered Accountants



SECRETARIAL AUDITOR

- : Mr. Baladeva Chitranjan, Company Secretaries



REGISTRAR AND SHARE TRANSFER AGENT

- : M/s. Alankit Assignments Limited
4E/2, Jhandewalan Extension, New Delhi – 110055



BANKERS

- : AXIS BANK
ICICI BANK
SBI BANK



NOTE: In compliance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), the Notice of the Annual General Meeting (AGM) along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depositories. Members may note that the Notice of the AGM and the Annual Report for FY 2025-26 have been made available on the Company's website at www.cpil.com. The Notice of the AGM and the Annual Report for FY 2025-26 are also available on the website of BSE Limited at www.bseindia.com.

COMPOSITION OF THE COMMITTEES



AUDIT COMMITTEE

01

- Mr. Jitendra Kumar Mishra – Chairman
- Mr. Gajraj Jain – Member
- Mr. Tilak Raj Goyal – Member



NOMINATION AND REMUNERATION COMMITTEE (NRC)

02

- Mr. Jitendra Kumar Mishra – Chairman
- Mrs. Hemlata Jain – Member
- Mr. Tilak Raj Goyal – Member



STAKEHOLDER RELATIONSHIP COMMITTEE

03

- Mr. Jitendra Kumar Mishra – Chairman
- Mrs. Hemlata Jain – Member
- Mr. Gajraj Jain – Member



CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

04

- Mr. Gajraj Jain – Chairman
- Mrs. Hemlata Jain – Member
- Mr. Jitendra Kumar Mishra – Member



STATUTORY SECTION

CHANDRA PRABHU INTERNATIONAL LIMITED

Reg. Off.: 522, 5th Floor, Galleria Tower, Galleria DLF- IV, Gurugram, Haryana, 122009

CIN: L51909HR1984PLC133745

Email: info@cpil.com | Phone: +91-124-4754936

Website: www.cpil.com

NOTICE

Notice is hereby given that the **41st Annual General Meeting (AGM)** of the members of **CHANDRA PRABHU INTERNATIONAL LIMITED** will be held on **Monday, the 31st day of August, 2026 at 11:30 A.M. IST through Video Conferencing ("VC") or other Audio Visual Means ("OAVM")** to transact the following business:-

ORDINARY BUSINESSES:-

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Standalone audited financial statements including Balance Sheet of the Company as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2026 together with all the notes annexed and the Directors and Auditors Reports thereon, placed before the meeting, be and are hereby considered and adopted."

SPECIAL BUSINESSES:-

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

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the act and in compliance with regulation 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from

time to time and other applicable provisions, Mr. Tilak Raj Goyal (DIN: 00403414), who was appointed as an Independent Director at the 36th Annual General Meeting of the company and who shall hold office up to June 24, 2026 and who is eligible for re-appointment and who also meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted declaration to that effect, be and is hereby reappointed as an Independent Director of the company (whose office shall not be liable to retire by rotation,) to hold office for a second term of five years commencing with effect from June 25, 2026 up to June 24, 2031.

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

3. Appointment of Branch Auditors of the Company:

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

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

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

NOTICE

committee(s)/director(s) or any officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit.”

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

Gajraj Jain
Chairman Cum Managing Director
DIN: 00049199

Place: Gurugram
Date: 29th July, 2026

Registered Office:

522, 5th Floor, Galleria Tower,
Galleria DLF- IV, Gurugram, Haryana, 122009

Notes:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circular dated September 22, 2025 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”), has permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder, the MCA Circulars, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and in accordance with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with its Guidance/Clarification dated April 15, 2020, the 41st Annual General Meeting of the Company is being conducted through VC / OAVM. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

2. The relevant Explanatory Statement and reasons in respect of proposed Special Businesses pursuant to Section 102 of the Companies Act, 2013 are annexed hereto. The relevant details pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/ reappointment at this Annual General Meeting are also annexed herewith.

3. A Member entitled to attend and vote at the AGM is ordinarily entitled to appoint a proxy to attend and vote on his/her behalf. However, since the AGM is being held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable MCA and SEBI Circulars, the facility for appointment of proxies is not available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Pursuant to Sections 112 and 113 of the Companies Act, 2013, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through remote e-voting or e-voting during the AGM.

NOTICE

A certified true copy of the Board Resolution/Authorisation Letter authorising such representative(s) should be sent in PDF/JPG format to the Scrutinizer at kksandassociates@gmail.com.

Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

Dispatch of Annual Report through Electronic Mode:

7. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/ Registrar and Transfer Agent/Depository Participants/Depositories.

Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.cpil.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com. For any communication, the shareholders may also send requests to the Company's designated email id: info@cpil.com and cs@cpil.com.

8. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for F.Y.2025-26 and Notice of 41st AGM, may register their e-mail address with the Company's Registrar and Transfer Agent, Alankit Assignments Ltd. 4E/2, Jhandewalan Extension, New Delhi- 110055 for receiving the same.

9. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with their Depository Participant(s) (DPs), if the shares are held in electronic form, and with Alankit Assignments Limited, Registrar & Share Transfer Agent, if the shares are held in physical form, for receiving all communications, including the Annual Report, Notices and Financial Results, electronically from the Company.

Members desirous of obtaining any information relating to the Annual Report and operations of the Company are requested to write to the Company at least ten days before the Meeting so that the requisite information can be made available at the Annual General Meeting.

Information related to updation of details & dematerialization of shares:

10. Members are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, i.e. M/s Alankit Assignments Ltd., 4E/2, Jhandewalan Extension, New Delhi - 110055, quoting their Folio Number(s). Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registration of nomination and power of attorney, bank mandate details such as name of the bank and branch details, bank account number, MICR Code, IFSC Code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

11. Members holding shares in physical form are requested to furnish/update their PAN, KYC details and Nomination in accordance with the applicable SEBI Circulars, as amended from time to time. The prescribed Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on the website of the Company at www.cpil.com. Such Members are requested to submit the duly filled forms along with the requisite supporting documents to the Registrar and Share Transfer Agent of the Company, M/s Alankit Assignments Limited, at rta@alankit.com.

In case of any queries or difficulties in registering their e-mail ID,

NOTICE

Members may write to the Company at cs@cpil.com or to the RTA at ramap@alankit.com / rta@alankit.com.

12. Members may note that, pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable SEBI Circulars, transfer, transmission, transposition and other investor service requests, including issue of duplicate securities certificates, renewal/exchange, endorsement, sub-division/splitting, consolidation of securities certificates/folios and claim from unclaimed suspense account, are processed only in dematerialised form. Members holding shares in physical form are therefore advised to dematerialise their holdings and ensure that their folios are KYC compliant. Service requests may be submitted in Form ISR-4, available on the websites of the Company (www.cpil.com) and its Registrar and Share Transfer Agent, Alankit Assignments Limited (www.alankit.com). Members may contact the Company or the RTA at rta@alankit.com for assistance in this regard.

13. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent i.e M/s Alankit Assignmentss Limited. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

15. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

16. Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised mode. Further, SEBI has, vide its Master Circular

for Registrars to an Issue and Share Transfer Agents (RTAs) dated 23 June 2025 (as amended from time to time), stipulated that listed companies shall issue securities only in dematerialised form while processing investor service requests such as issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, endorsement, sub-division/splitting of securities certificates, consolidation of securities certificates/folios, transmission, transposition and other related service requests. Accordingly, Members holding shares in physical form are requested to consider dematerialising their holdings. Shareholders desirous of dematerialising their shares may contact the Company's Registrar and Share Transfer Agent, Alankit Assignmentss Limited, at rta@alankit.com, for assistance in this regard.

17. The Company/RTA shall process investor service requests in accordance with the applicable SEBI circulars, master circulars and other regulatory requirements as amended from time to time. Members are requested to provide valid demat account details and such documents as may be prescribed by SEBI, Depositories and the RTA for processing of investor service requests

18. In case of loss/misplacement of share certificate(s), Members should immediately lodge a complaint/FIR with the police and contact the Company's Registrar and Share Transfer Agent, Alankit Assignmentss Limited, for processing the request. Pursuant to SEBI regulations, duplicate securities are issued only in dematerialised form through the issuance of a Letter of Confirmation (LOC).

19. Non-Resident shareholders: Non-Resident shareholders are requested to immediately notify the following to the Company in respect of shares held in Physical form and to their DPs in respect of shares held in Dematerialized form:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement;
- Particulars of the Bank Account maintained with a bank in India, if not furnished earlier; and
- RBI Permission number with date to facilitate prompt credit of dividend in their Bank Accounts.

20. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased members are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the Registrar and Transfer Agent of the Company.

Information related to unclaimed dividend and IEPF

21. In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as the "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ("IEPF") maintained by the Central Government. In pursuance of the same, the dividend remaining unclaimed in respect of dividends declared up to the financial year ended March 31, 2018 has been transferred to the IEPF.

Further, the dividend declared for the financial year 2018-19 will complete seven years during the financial year 2026-27 and, accordingly, the Company shall transfer the unpaid/unclaimed dividend amount relating to the said financial year, along with the corresponding shares in respect of which dividend has remained unclaimed for seven consecutive years, to the Investor Education and Protection Fund (IEPF) within the stipulated time, in accordance with the provisions of the Companies Act, 2013 and the IEPF Rules.

The details of the unclaimed dividends so transferred are available on the website of MCA at <http://www.iepf.gov.in/>. Members are requested to note that dividends, if not uncashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority.

22. Members wishing to claim dividends, which remain

unclaimed, are requested to correspond with Alankit Assignments Ltd., Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 shall be transferred to the Investor Education Protection Fund. During the year under review, no amount was required to be transferred to the Investor Education and Protection Fund by the Company.

Procedure for inspection of documents

23. All the documents referred to in the accompanying Notice of AGM and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM upon log-in to NSDL e-voting system at www.evoting.nsdl.com. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@cpil.com.

24. The physical copies of the Notice of the 41st AGM along with the Annual Report for FY 2025-26 will be available at the Company's Registered Office for inspection during business hours (9:30 A.M. to 5:30 P.M. IST) on all working days from the date of dispatch of this Notice up to the date of the AGM.

25. All the documents referred to in the accompanying Notice of the 41st AGM shall be available for inspection electronically by the Members from the date of dispatch of this Notice upto the date of AGM. Any Member desirous of inspecting the same may write to the Company at cs@cpil.com mentioning the Name, Folio No./DP Id and Client Id.

Details of Directors Seeking Appointment/ Re-Appointment

26. Pursuant to the requirements of Corporate Governance under Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 entered into with the Stock Exchange(s), the brief resumes of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Corporate governance report in the Board's Report forming part of the Annual Report.

27. As required under Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence prescribed under Regulation 16(1)(b) of the SEBI LODR Regulations and Section 149(6) of the Companies Act, 2013, and that they continue to remain independent of the management.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act"), the rules framed thereunder, and the Articles of Association of the Company, Mrs. Hemlata Jain (DIN: 00049212), Non-Executive Non-Independent Director of the Company, who is liable to retire by rotation at the ensuing AGM, has expressed her unwillingness to seek re-appointment due to her old age and other pre-occupation. Mr. Jitendra Kumar Mishra, Mr. Tilak Raj Goyal, and Mr. Punit Jain, Independent Directors of the Company, are not liable to retire by rotation.

However, the first term of Mr. Tilak Raj Goyal as a Non-Executive Independent Director expired on June 24, 2026. Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, he has been re-appointed as an Independent Director for a second term of five consecutive years, subject to the approval of the shareholders at the ensuing AGM.

Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, Brief resume pursuant to the Listing Obligations & Disclosure Requirement, the directors proposed to be appointed/re-appointed at the annual general meeting/nature of their expertise; specific functional areas and name of companies in which they hold directorship are given in the explanatory statement.

Others

28. (In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 41st AGM.

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

30. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE368D01025.

Voting through electronic means:

A. Pursuant to General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), read with General Circular No. 20/2020 dated May 5, 2020 and other applicable circulars issued by the MCA from time to time, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued by the Securities and Exchange Board of India ("SEBI") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), companies are permitted to hold their Annual General Meetings ("AGM")/Extraordinary General Meetings ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. Accordingly, in compliance with the aforesaid circulars and applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being conducted through VC/OAVM.

B. Pursuant to the applicable Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") from time to time, the facility for appointment of proxies by Members is not available for this AGM being held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). However, Body Corporates are entitled to appoint authorized representatives to attend the AGM/ through VC/OAVM and participate thereat and cast their votes through remote e-voting or e-voting during the AGM, as applicable.

NOTICE

The instructions for members for remote e-voting and joining general meeting are as under: -

The remote e-voting period begins on Thursday, August 27, 2026 at 09:00 A.M. and ends on Sunday, August 30, 2026 at 17:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday, August 24, 2026 may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, August 24, 2026.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

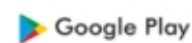
2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.	
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website? 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL : https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.	

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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

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

a) How to retrieve your 'initial password'?

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

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

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

a. Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by

e-mail to kksandassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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

3. 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 download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Pallavi Mhatre (Deputy Vice President) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@cpil.com/cs@cpil.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@cpil.com/cs@cpil.com.

If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

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

1. Member will be provided with a facility to attend the /AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under

Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

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

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

5. Shareholders who would like to express their views/have questions may send their questions atleast 10 days in advance prior to meeting mentioning their name demat account number/folio number, email id, mobile number at cs@cpil.com. The same will be replied by the company suitably. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

6. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

7. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

8. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 022 - 4886 7000 and 022 - 2499 7000.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE AGM THROUGH VC/OAVM:

1. Shareholders who would like to speak during the meeting must register their request 10 days in advance with the Company on cs@cpil.com
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Declaration of voting results & other instructions:

- I. The remote e-voting period commences on Thursday, August 27, 2026 (9:00 am) IST and ends on Sunday, August 30, 2026 (5:00 pm) IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, August 24, 2026, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- II. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, August 24, 2026. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, July 31, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- III. Since the Company is required to provide members

facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, August 24, 2026, and not casting their vote electronically, may only cast their vote through e-voting system during the AGM i.e. www.evoting.nsdl.com.

IV. Investors who become members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the voting eligibility cut-off date i.e. Monday, August 24, 2026, are requested to send the written / email communication to the Company's RTA at rta@alankit.com or NSDL at e-voting@nsdl.co.in by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e-voting. The Management/RTA will do their best to accommodate and execute such requests so that the Shareholder can participate in the e-voting which commences on Thursday, August 27, 2026 (9:00 am) IST and ends on Sunday, August 30, 2026 (5:00 pm) IST.

V. The remote e-voting module on the day of the AGM shall be disabled by the NSDL for voting 15 minutes after the conclusion of the Meeting.

VI. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

VII. 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 www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and be made available on their respective websites viz. www.bseindia.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. **2 & 3** of the accompanying Notice:

SPECIAL BUSINESSES:

Item No. 2

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

Mr. Tilak Raj Goyal (DIN: 00403414) was appointed as an Independent Director of the Company for a term of five consecutive years commencing from June 25, 2021 and ending on June 24, 2026. The said appointment was approved by the Members at the Annual General Meeting held on September 21, 2021.

Mr. Tilak Raj Goyal, aged 63 years, is a Practicing Chartered Accountant and Insolvency Professional registered with the Insolvency and Bankruptcy Board of India (IBBI). He possesses more than 40 years of rich and diverse experience in the areas of Strategic Financial Planning, Audit & Taxation, Fund Sourcing, Budgetary Control and other financial and management functions. He is also a Director of ESCV Consulting Services Private Limited.

Considering his extensive experience, expertise, guidance and valuable contribution to the Company's affairs during his tenure as an Independent Director, the Nomination and Remuneration Committee, after evaluating his performance and considering the skills, experience, knowledge and integrity required for the role, recommended his re-appointment for a second term of five consecutive years.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 25, 2026, approved the re-appointment of Mr. Tilak Raj Goyal as an Independent Director of the Company for a second term of five consecutive years commencing from June 25, 2026 up to June 24, 2031, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Board believes that his continued association will be beneficial to the Company.

The Board recommends the Special Resolution set out at Item No. 2 of this Notice for approval by the Members.

Item No. 3

Appointment of Branch Auditors

Pursuant to the provisions of Section 143(8) of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, the Board of Directors of the Company proposes to be authorized to appoint branch auditors for any branch office of the Company, whether existing or which may be opened or acquired hereafter.

Pursuant to the statutory requirements under Section 143(8) of the Act, such branch auditors must be qualified to act as auditors in terms of the Act and shall be appointed in consultation with the Company's statutory auditors. Given the possibility of multiple branch offices, it is considered expedient to grant the Board the authority to appoint such branch auditors and fix their remuneration from time to time, as may be deemed necessary.

Accordingly, pursuant to the aforesaid provisions of the Act, the approval of the members is sought by way of an Ordinary Resolution authorizing the Board of Directors to finalize the appointment of branch auditors and determine their remuneration in consultation with the statutory auditors of the Company.

The Board of Directors and/or any Committee thereof and/or any officer(s) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute such documents, instruments, agreements and writings as may be necessary, proper or expedient to give effect to this resolution and to comply with all applicable legal and procedural formalities.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed resolution

The Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for approval by the Members.

NOTICE

Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointment/re-appointment vide item no. 2 is as follows:

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

Particulars	Mr. Tilak Raj Goyal
Brief Resume	Mr. Tilak Raj Goyal, Independent Director, aged 63 years, is a Practicing Chartered Accountant & Insolvency Professional (IBBI) and has more than 40 years of experience in the field of Strategic Financial Planning, Audit & Taxation, Fund Sourcing and Budgetary Control etc.
Date of Birth	17/09/1962
DIN	00403414
Date of Appointment/re-appointment	25/06/2026
Nationality	Indian
Qualifications	Member of Institute of Chartered Accountants of India (ICAI) & Insolvency Professional (IBBI)
Skill & Expertise in specific functional areas	Experience in the field of Strategic Financial Planning, Audit and Taxation, Fund Sourcing & Budgetary Control etc.
Directorship held in other Companies (excluding Foreign Company)	ESCV Consulting Services Private Limited
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investor Grievance Committee)	-
Number of shares held in the Company	-
Inter-se Relationship between Directors	-

BOARD'S REPORT



BOARD'S REPORT

To
The Members,
Chandra Prabhu International Limited

Your Directors are pleased to present the 41st Board's Report of the Company along with the Audited Standalone Financial Statements for the financial year 2025-26 ("the Year"), comprising the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the year ended 31st March, 2026.

FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	2025-26	2024-25
Turnover / Income from operations	60,521.32	99,426.36
Other Income	152.47	534.24
Total Income	60,673.79	99,960.60
Finance Cost	422.58	710.72
Depreciation	65.67	109.82
Exceptional items (income)	298.16	0.00
Profit/(Loss) before tax	359.72	323.00
Current Tax	151.64	114.36
Tax Adjustments for earlier years	0.00	0.00
Deferred Tax	(82.17)	(27.47)
MAT Credit Entitlement	-	-
Other Adjustments	-	-
Profit/(Loss) After Tax	290.25	236.11
Add/(Less): Other Comprehensive Income (net of taxes)	2.61	0.25
Total Comprehensive Income/(Expenses) for the year	292.86	236.36

Rs. 60,521.32 L Turnover FY 2025-26	Rs. 290.25 L Profit After Tax	18.65% Growth in PAT y-o-y	16 Permanent Employees
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DIVIDEND

Keeping in view the overall financial position of the Company, the Board has not recommended any dividend for the year.

TRANSFER TO RESERVE

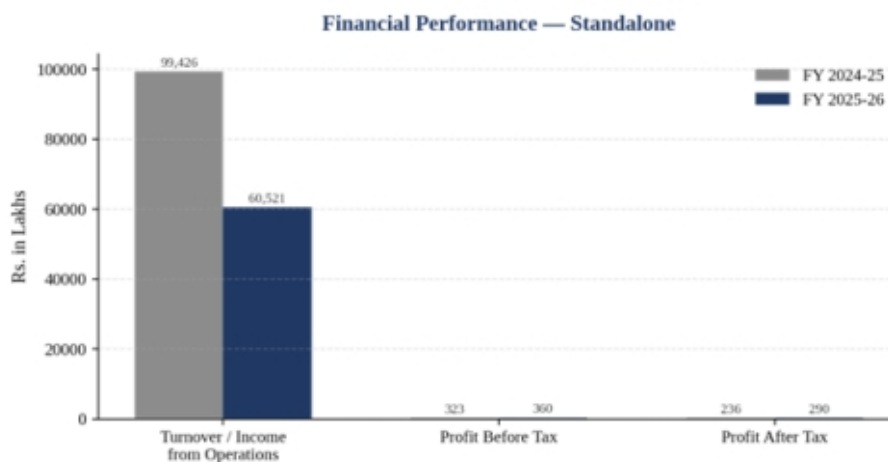
As per the Audited Standalone Financial Statements, the net movement in the reserves of the Company for the year 2025-26 is as follows:

(Rs. in Lakhs)

Particulars	As at 31.03.2026
General Reserves	
General Reserve - Opening Balance	39.89
Retained Earnings	
Opening Balance	4,520.96
Add: Surplus in Statement of Profit & Loss	290.25
Add/(Less): Gratuity Exp. related to OCI adjusted as per Ind AS	3.49
Add/(Less): Deferred Tax impact related to expense of OCI	(0.88)
Total	4,813.82
Less: Final Dividend Paid / Bonus Issue	(184.90)
Other Equity	
General Reserves	39.89
Retained Earnings	4,628.92
Closing Balances	4,668.81

COMPANY'S PERFORMANCE

During the year under review, the performance of the Company registered a significant decline, and the turnover during the year was Rs. 60,521.32 lakhs as against Rs. 99,426.36 lakhs in the previous year, indicating a decrease of about 39.12% over the last year. The year under review resulted in Profit after Tax (PAT) attributable to shareholders of Rs. 290.25 lakhs, as compared to a profit of Rs. 236.11 lakhs during the previous year, indicating an increase of about 18.65% over the last year. The management is optimistic about the performance of the Company in the future to maintain the growth momentum, and a detailed discussion is provided under the Management Discussion and Analysis Report.



HUMAN RESOURCE DEVELOPMENT

Nurturing talent for the future is fundamental to our sustained success. Our culture lies at the core of everything we do, defining our identity and guiding our journey. Over the past 41 years, our enduring values — excellence, collaboration, and, above all, our people — have shaped a distinctive and resilient organisational ethos.

We have established robust frameworks for continuous employee upskilling and reskilling, delivering meaningful value to both our workforce and the Company. We remain steadfast in our commitment to fostering an inclusive workplace that embraces and empowers our diverse talent.

Looking ahead, our Company remains steadfast in its commitment to cultivating an inclusive environment that values diversity and enables every individual to thrive and achieve their full potential.

COMPANY'S AFFAIRS

Chandra Prabhu International Ltd. is a well-known organisation primarily engaged in the trading of coal, synthetic rubber, chemicals, metals, and agro products. At present, the Company is effectively focused on coal and metal trading, along with select participation in the agro sector. Over the years, Chandra Prabhu International Ltd. has established a strong reputation as a professionally managed Company, where customer satisfaction remains a paramount priority.

The Company has also undertaken measured efforts to re-establish its agro business by exploring modern technologies and advanced agro machinery. While these initiatives have provided valuable insights and operational experience, the Company continues to evaluate and pursue suitable opportunities in the agro segment in line with its strategic objectives.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Except as disclosed elsewhere in this Annual Report, there have been no material changes or commitments that could affect the financial position of the Company between the close of the financial year, i.e., March 31, 2026, and the date of this report.

However, the Company had shifted its registered office from the National Capital Territory of Delhi to the State of Haryana, i.e., from 14, Rani Jhansi Road, New Delhi – 110055 to 1512, 15th Floor, Galleria Tower, DLF Phase IV, Gurgaon – 122009, with effect from May 15, 2025.

Subsequently, the Company shifted its registered office within the same city from 1512, 15th Floor, Galleria Tower, DLF Phase IV, Gurgaon – 122009 to 522, 5th Floor, Galleria Tower, Galleria DLF-IV, Gurgaon, Haryana, India – 122009, with effect from May 29, 2025.

CHANGE IN THE NATURE OF THE BUSINESS

During the year under review, there is no change in the nature of the business of the Company.

SUBSIDIARY AND ASSOCIATE COMPANIES

There is no subsidiary, associate or joint venture of the Company for the year under review.

Therefore, provisions of Section 129(3) of the Act, regarding the details of subsidiaries/associates in the prescribed Form AOC-1, are not applicable to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls (IFCs) and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of IFCs over financial reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee of Directors, the Board is of the opinion that the Company's IFCs were adequate and effective during FY 2025-26.

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i) in the preparation of the annual accounts, the applicable Indian Accounting Standards had been followed along with proper explanation relating to material departures;
- ii) they have 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 of the Company for that period;
- iii) they have 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) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-26.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Directors

In accordance with the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, as amended from time to time, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of the Company comprises an optimum combination of Executive and Non-Executive Directors, including at least one Woman Director.

As on March 31, 2026, the Company's Board consists of Mr. Gajraj Jain (Managing Director), Mr. Pradeep Goyal (Non-Independent, Non-Executive Director), Mr. Tilak Raj Goyal (Independent Director), Mr. Jitendra Kumar Mishra (Independent Director), Mr. Punit Jain (Independent Director), and Mrs. Hemlata Jain as the Woman Director (Non-Executive Director).

Change in Directors including Independent Director

In accordance with the requirements of the Act and the Company's Articles of Association, Mr. Pradeep Goyal (DIN: 03568525), who was liable to retire by rotation and being eligible for re-appointment, offered himself for re-appointment and was re-appointed by the Members at the 40th Annual General Meeting of the Company.

During the year under review, the Non-Executive Directors (NEDs) of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, as applicable, received by them.

In the opinion of the Board, there has been no change in the circumstances which may affect the status of Independent Directors of the Company, and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

**Board Composition
as on March 21, 2026**



Further, in accordance with the requirements of the Act and the Company's Articles of Association, Ms. Hemlata Jain (DIN: 00049212) retires by rotation and is eligible for re-appointment. Members' approval is being sought at the ensuing AGM for her re-appointment.

Furthermore, the term of Mr. Tilak Raj Goyal (Non-Executive Independent Director) expired on June 24, 2024, and he was re-appointed at the Board meeting held on May 25, 2026, on the recommendation of the Nomination and Remuneration Committee, for his second term of five years from June 25, 2026, to June 24, 2031, subject to the approval of the shareholders at the ensuing AGM.

Key Managerial Personnel (KMP)

During the year under review, there were changes in the Key Managerial Personnel (KMP) of the Company. As on March 31, 2026, Mr. Gajraj Jain, Chairman-cum-Managing Director, Mr. Amar Singh, Chief Financial Officer, and Mr. Deepak Raj Singh, Company Secretary and Compliance Officer, are the Key Managerial Personnel in accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the year under review, Ms. Komal, Company Secretary and Compliance Officer of the Company, resigned from office with effect from May 30, 2025, and Mr. Deepak Raj Singh was duly appointed as the Company Secretary and Compliance Officer of the Company with effect from June 2, 2025. Thereafter, Mr. Akash Jain, Chief Executive Officer, and Mr. Atul Jain, Chief Operating Officer, resigned from their respective positions with effect from July 7, 2025.

Further, the tenure of Mr. Gajraj Jain, Chairman-cum-Managing Director of the Company, was about to expire on April 16, 2026. Based on an evaluation of the balance of skills, knowledge, and experience on the Board, as well as the report of performance evaluation, the external business environment, and his business knowledge, skills, and experience, it was considered that the continued association of Mr. Gajraj Jain as Chairman-cum-Managing Director would be beneficial to the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board, vide resolution passed on August 8, 2025, re-appointed Mr. Gajraj Jain as Chairman-cum-Managing Director, and the approval was obtained at the last AGM of the Company held on September 10, 2025, by way of a Special Resolution, not liable to retire by rotation, for a further period of 3 years commencing from April 17, 2026, up to April 16, 2029.

DECLARATION GIVEN BY INDEPENDENT DIRECTOR(S) UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 149(7) of the Companies Act, 2013 ("the Act") read with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has received declarations from each of the Independent Directors confirming that they meet the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. They have also confirmed that there has been no change in the circumstances affecting their status as Independent Directors during the year and that they are not aware of any circumstances or situations that may impair their ability to discharge their duties. Based on the declarations received, the Board is of the opinion that all the Independent Directors fulfil the conditions of independence specified under the Act and the Listing Regulations and are independent of the management.

The Company has also received declarations from all the Directors confirming that they are not disqualified or debarred from being appointed or re-appointed as Directors. Further, all the Independent Directors have complied with the requirement relating to the inclusion of their names in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and fulfil the applicable requirements of the proficiency self-assessment test.

In the opinion of the Board, the Independent Directors possess high standards of integrity, requisite expertise, experience and proficiency, and collectively provide an optimum mix of skills, knowledge, leadership and professionalism, including financial expertise.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

8 Board Meetings Held During FY 2025-26



The Board of Directors of your Company met 8 (eight) times during the financial year ended March 31, 2026, i.e., on May 29, 2025, July 10, 2025, August 08, 2025, September 17, 2025, September 29, 2025, November 07, 2025, January 30, 2026, and March 28, 2026, respectively. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, and Regulation 17(2) of the Listing Obligations and Disclosure Requirements of SEBI.

The details and attendance of meetings of the Board, its Committees and the Annual General Meeting are mentioned in the Corporate Governance Report, which forms part of this Report.

MEETING OF INDEPENDENT DIRECTORS

During the financial year 2025-26, the meeting of Independent Directors was held on January 30, 2026, to review the performance of Non-Independent Directors. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole, the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors, and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

BOARD EVALUATION

In accordance with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors carried out its annual performance evaluation of the Board, its Committees, and individual directors.

The Board's evaluation was based on feedback obtained from all directors, taking into account factors such as its composition, structure, effectiveness of processes, quality of information flow, and overall performance.

The Board also reviewed the performance of its Committees after considering inputs from committee members, with a focus on their composition, frequency and conduct of meetings, and clarity in roles and responsibilities.

The Nomination and Remuneration Committee (NRC), in conjunction with the Board, assessed the performance of individual directors on parameters including preparedness for meetings, level of participation, and the quality and value of their contributions. The Chairman was also evaluated on key leadership and governance parameters.

Further, a separate meeting of Independent Directors was held to evaluate the performance of Non-Independent Directors, the Board as a whole, and the Chairman, after considering the views of both Executive and Non-Executive Directors. The observations of this meeting were subsequently deliberated upon at the ensuing Board meeting.

The performance of Independent Directors was evaluated by the entire Board, excluding the director concerned, in line with the applicable provisions and regulatory requirements.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The report on Corporate Governance and Management Discussion and Analysis as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is an integral part of this Annual Report, along with the required Certificate from a Practicing Company Secretary regarding compliance with the conditions of Corporate Governance.

In compliance with the Corporate Governance requirements as per the Listing Regulations, your Company has formulated and implemented a Code of Conduct for all Board members and Senior Management Personnel of the Company, who have affirmed compliance thereto.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

The Ministry of Corporate Affairs ("MCA") has currently mandated compliance with the Secretarial Standards on Board Meetings and General Meetings issued by The Institute of Company Secretaries of India ("ICSI"). During the year under review, the Company has complied with the Secretarial Standards issued by the ICSI on Board Meetings and General Meetings.

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively to ensure compliance.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of the Directors' Report.

The Board, on the recommendation of the Nomination and Remuneration Committee, approved the Remuneration Policy for Directors, KMP and Senior Management Employees, which is also available on the website of the Company at www.cpil.com.

RISK MANAGEMENT POLICY

Effective risk management is fundamental to sustainable success and forms an integral part of the Company's governance framework. While a certain degree of risk is inherent in the pursuit of strategic objectives, a robust risk management system enables the Company to optimise business opportunities, enhance resilience, and respond proactively to a dynamic external environment.

The Company's risk management approach facilitates early identification and assessment of risks, enabling appropriate mitigation strategies to manage uncertainties, minimise potential threats, and capitalise on opportunities. These risks are broadly categorised into Strategic, Operational, Financial, and Legal/Regulatory risks.

Pursuant to Section 134(3)(n) of the Companies Act, 2013, and Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a formal Risk Management Policy, duly approved by the Board of Directors. A structured risk management framework has been implemented to identify, evaluate, monitor, and control risks that may impact the Company's operations or threaten its long-term viability.

INTERNAL CONTROL SYSTEMS

The Company has established a robust internal control framework designed to align with the nature, size and complexity of its business operations. To maintain the independence and effectiveness of the internal audit function, the Internal Auditor reports functionally to the Chairman of the Audit Committee.

The Internal Auditor conducts regular reviews and assessments of the Company's internal control processes, risk management practices and operational procedures to ascertain their adequacy and effectiveness. Based on the audit findings and recommendations, necessary corrective and preventive actions are undertaken by the concerned departments to strengthen the overall control environment. Material observations arising from internal audits, along with the status of corrective actions taken thereon, are placed before the Audit Committee for its consideration and guidance.

The Audit Committee periodically reviews the internal control and audit framework to ensure that appropriate systems and procedures are in place and are operating effectively. The Committee also monitors the implementation of audit recommendations and suggests measures for continuous improvement wherever required.

A detailed discussion on the internal control mechanisms and their adequacy is provided in the section titled "Internal Control Systems and Their Adequacy", forming part of the Management Discussion and Analysis Report included in this Annual Report.

BOARD COMMITTEES

Detailed composition of the mandatory Board Committees, viz. the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, and Corporate Social Responsibility Committee (CSR), is as under:

Audit Committee

The role, terms of reference, authority and powers of the Audit Committee are in conformity with Section 177 of the Companies Act, 2013, read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee met periodically during the year and had discussions with the auditors on internal control systems and the internal audit report.

Nomination & Remuneration Committee

The role, terms of reference, authority and powers of the Nomination & Remuneration Committee are in conformity with Section 178 of the Companies Act, 2013, read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Stakeholders Relationship Committee

The role, terms of reference, authority and powers of the Stakeholders Relationship Committee are in conformity with Section 178 of the Companies Act, 2013, read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Social Responsibility Committee

The role, terms of reference, authority and powers of the Corporate Social Responsibility Committee are in conformity with Section 135 of the Companies Act, 2013.

The details regarding all the above Committees are given in the Corporate Governance Report, which forms part of this Report.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has formulated a Policy on Related Party Transactions and Material Related Party Transactions, which is available on the website of the Company at www.cpil.com.

All Related Party Transactions are placed before the Audit Committee and, wherever necessary, before the Board of Directors and/or the Members for their approval. The Audit Committee grants omnibus approval for Related Party Transactions in accordance with the applicable provisions of the Act and the Listing Regulations. The Related Party Transactions, including under sub-section (1) of Section 188 of the Act, entered into during the financial year, were on an arm's length basis and were in the ordinary course of business. The details of the same are annexed herewith as "Annexure-I" in the prescribed Form AOC-2 and also in Note 35 to the Standalone Financial Statements of the Company.

Further, there were no transactions which were material (considering the materiality thresholds prescribed under the Companies Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015). There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

In terms of Regulation 23 of the Listing Regulations, the Company has submitted disclosures of Related Party Transactions on a consolidated basis, in the format specified under the applicable accounting standards, to the Stock Exchanges. The said disclosures are also available on the Company's website at www.cpil.com.

AUDITORS

Statutory and Branch Auditors

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and on the recommendation of the Audit Committee, the Board of Directors, at their meeting held on August 03, 2022, appointed M/s J P S & Co., Chartered Accountants (FRN: 004086N), as the Statutory Auditors of the Company, whose appointment was approved by the members at the 37th AGM for a term of five years, to hold office from the conclusion of the 37th AGM till the conclusion of the 42nd AGM in 2027.

The Company has, in its Notice convening the 41st AGM, sought approval from the Members for passing a resolution regarding authorising the Board to appoint Branch Auditors of any Branch office of the Company, whether existing or which may be opened/acquired, outside India, to act as Branch Auditors.

Statutory Auditor's Report

The Audited Standalone Financial Statements of the Company have been prepared in accordance with Ind AS notified under Section 133 of the Act. The Notes to the financial statements referred to in the Auditors' Report are self-explanatory.

There are no qualifications, reservations, adverse remarks or disclaimers given by the Statutory Auditors of the Company, and therefore, they do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report.

Secretarial Auditors & their Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members of the Company, based on the recommendation of the Audit Committee and approval of the Board of Directors at its meeting held on August 8, 2025, approved the appointment of Mr. Baladeva Chitranjan, Practicing Company Secretary, as the Secretarial Auditors of the Company for a term of five consecutive financial years at the 40th Annual General Meeting, commencing from FY 2025-26 and ending with FY 2029-30.

The Company has received consent and eligibility confirmation from Mr. Baladeva Chitranjan, Practicing Company Secretary, for continuing as Secretarial Auditors of the Company.

The Secretarial Audit Report for the financial year ended March 31, 2026, issued by Mr. Baladeva Chitranjan, Practicing Company Secretary, confirms that the Company has complied with the applicable provisions of the Companies Act, 2013, the SEBI Regulations and other applicable laws, rules, regulations and guidelines. The Report does not contain any qualification, reservation, adverse remark or disclaimer and is annexed to this Annual Report as Annexure-II in Form MR-3.

Further, pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Secretarial Compliance Report for the financial year ended March 31, 2026, issued by Mr. Baladeva Chitranjan, Practicing Company Secretary, has been submitted to BSE Limited and is also available on the Company's website at www.cpil.com.

Internal Auditor

In terms of Section 138 of the Companies Act, 2013, and the Rules framed thereunder, M/s Baj & Company, Chartered Accountants, was appointed as the Internal Auditor of the Company for the financial year 2025-26.

Further, the Board of Directors, at their meeting held on Monday, May 25, 2026, re-appointed M/s Baj & Company, Chartered Accountants, as the Internal Auditor of the Company for the financial year 2026-27. They will perform all the duties of Internal Auditor and conduct the Internal Audit of the Company for the financial year 2026-27.

EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK

There are no qualifications, reservations, adverse remarks or disclaimers made:

- i) by the Statutory Auditors in their report; and
- ii) by the Secretarial Auditors in their report.

FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended March 31, 2026, have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014, as amended from time to time. The estimates and judgments relating to the financial statements are made on a prudent basis so as to reflect, in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2026. The Notes to the Financial Statements form an integral part of this Report.

FINANCIAL RATIOS

The Key Financial Ratios, with detailed explanations, are disclosed in the Audited Financial Statements, which form part of this Report.

FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143, OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

During the year under review, no frauds were reported by the statutory auditors to the Audit Committee and/or the Board under sub-section (12) of Section 143 of the Companies Act, 2013.

DISCLOSURE REGARDING MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

FUTURE PROSPECTS

The Board remains optimistic about the Company's future growth prospects and expects sustained improvement in its business performance and profitability. Backed by strong demand in the domestic market, the Company is well-positioned to capitalise on emerging opportunities through its core strengths, operational excellence, and strategic growth initiatives. The continued focus on efficiency, innovation, and customer-centric solutions is expected to further strengthen the Company's competitive position and contribute to long-term value creation for all stakeholders.

In line with its growth strategy, the Company is in the process of establishing a Warehouse-cum-Branch Office at Tijara, Rajasthan, to expand its metal trading business. The proposed facility will support the trading and distribution of TMT bars, steel pipes, and other finished steel products, in addition to the Company's existing business in sponge iron, billets, mill scale, and other metal products. This expansion is expected to enhance the Company's warehousing and logistics capabilities, improve supply chain efficiency, strengthen its presence in key markets, and enable it to effectively cater to the increasing demand for steel and metal products across the region. The initiative is anticipated to support sustainable business growth and further reinforce the Company's market position in the years ahead.

CONSOLIDATED FINANCIAL STATEMENTS

The Company has no Subsidiary, Associate or Joint Venture Company. Therefore, in accordance with Section 129(3) of the Companies Act, 2013, and Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the provision regarding Consolidated Financial Statements is not applicable to the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism in the form of a Whistle Blower Policy to provide Directors and employees with an avenue to report genuine concerns relating to unethical behaviour, actual or suspected fraud, violation of the Company's Code of Conduct, or any other misconduct.

The Vigil Mechanism provides adequate safeguards against victimisation of persons who avail of the mechanism and enables direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. During the year under review, no person was denied access to the Chairperson of the Audit Committee.

The Board has also adopted a Code of Conduct applicable to the Directors and Senior Management Personnel, which lays down the principles of integrity, ethical conduct and professional standards expected to be followed in the conduct of the Company's business. All Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2026. A declaration to this effect by the CFO & Managing Director forms part of the Corporate Governance Report.

The Whistle Blower Policy and the Code of Conduct are available on the Company's website at www.cpil.com.

CORPORATE SOCIAL RESPONSIBILITY

The CSR Committee has been entrusted with the prime responsibility of recommending to the Board the CSR activities to be undertaken by the Company in terms of the CSR Policy, the amount of expenditure to be incurred, and monitoring the implementation of the CSR Policy framework. The CSR Policy of the Company is available on the Company's website at www.cpil.com.

However, the provisions relating to Corporate Social Responsibility under Section 135 of the Act were not applicable to the Company during the year under review.

The composition of the CSR Committee and other details form part of the Corporate Governance Report.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS ("NEDS") AND DISCLOSURES ON THE REMUNERATION OF THE DIRECTORS

The NEDs do not have any pecuniary relationship or transactions with the Company, other than the sitting fees paid to them for attending meetings of the Board of Directors and its Committees, wherever applicable.

The details of the remuneration paid to the Directors, together with their shareholding in the Company, are disclosed in the Corporate Governance Report forming part of this Annual Report.

INTERSE RELATIONSHIPS BETWEEN THE DIRECTORS

There is no relationship between the directors except Mr. Gajraj Jain, Chairman-cum-Managing Director of the Company, who is the husband of Mrs. Hemlata Jain, Woman Director of the Company.

Further, Mr. Akash Jain, who served as the Chief Executive Officer of the Company until his resignation with effect from July 07, 2025, is the son of Mr. Gajraj Jain and Mrs. Hemlata Jain.

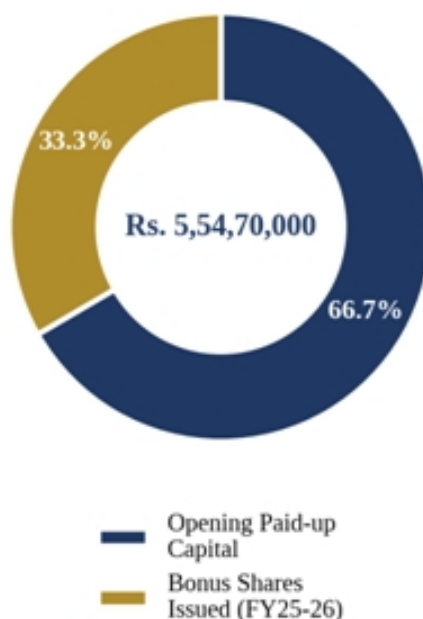
SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on March 31, 2026, stood at Rs. 5,54,70,000, comprising 2,77,35,000 equity shares of Rs. 2 each.

During the financial year 2025-26, the Company increased its Authorised Share Capital by Rs. 1,00,00,000. Consequently, the Authorised Share Capital of the Company stands enhanced to Rs. 6,00,00,000, divided into 3,00,00,000 equity shares of Rs. 2 each. During the year under review, the Company allotted 92,45,000 Bonus Equity Shares of face value Rs. 2 each in the ratio approved by the shareholders, resulting in an increase in the paid-up equity share capital of the Company by Rs. 1,84,90,000. The bonus shares were issued by capitalising the eligible reserves of the Company and rank pari-passu in all respects with the existing equity shares.

During the year under review, except for the allotment of 92,45,000 Bonus Equity Shares of Rs. 2 each, the Company did not undertake any other corporate action relating to its share capital. The Company has not issued any equity shares with differential voting rights, nor has it granted any stock options under any employee stock option scheme, issued any sweat equity shares, or raised capital through any other means during the financial year 2025-26.

**Paid-up Equity Share Capital
as on 31st March, 2026**



E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), the Company has provided an electronic voting facility to its Members to enable them to cast their votes electronically on all resolutions set out in the Notice convening the 41st Annual General Meeting ("AGM").

The detailed procedure and instructions for remote e-voting, as well as e-voting during the AGM, are set out in the Notice of the 41st AGM forming part of this Annual Report.

ANNUAL RETURN

Pursuant to Sections 92 and 134 of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the website of the Company, which can be accessed through www.cpil.com.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulating trading in securities by the Directors, designated persons and employees of the Company. The Code prohibits the purchase or sale of Company shares by Directors, designated persons and employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Code of Conduct to regulate, monitor and report insider trading is uploaded on the Company's website: www.cpil.com.

DISCLOSURE ABOUT THE RECEIPT OF COMMISSION

In terms of Section 197(14) of the Act and the rules made thereunder, during the year under review, no director received any commission from the Company, and thus the said provision is not applicable to the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information with respect to Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo, pursuant to Rule 8 of the Companies (Accounts) Rules, 2014, is as follows:

A. Conservation of Energy

The Company is principally engaged in the business of coal trading and metal scrap trading. Accordingly, its operations are not energy intensive in nature.

The Company remains committed to promoting the efficient use of energy through prudent operational practices, including optimum utilisation of office infrastructure, deployment of energy-efficient equipment, and adoption of measures aimed at reducing energy consumption wherever practicable. During the year under review, no significant capital expenditure was incurred towards energy conservation.

B. Technology Absorption

The Company continues to leverage appropriate information technology systems and digital platforms to support its trading operations, supply chain management, financial reporting, compliance and internal control processes, thereby enhancing operational efficiency and business effectiveness.

In accordance with the requirements of Rule 8(3) of the Companies (Accounts) Rules, 2014, the particulars relating to technology absorption are set out below:

Particulars	Details
Efforts made towards technology absorption	Continued adoption and effective utilisation of information technology systems and digital platforms for business operations, process automation and compliance management.
Benefits derived	Improved operational efficiency, enhanced internal controls, streamlined business processes, effective monitoring and timely reporting.
Details of technology imported during the last three years	Nil
Year of import	Not Applicable
Whether the technology has been fully absorbed	Not Applicable
Expenditure incurred on Research and Development	Nil

C. Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings and Outgoings	31st March, 2026	31st March, 2025
Earnings in Foreign Currency	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL
CIF Value of Imports	NIL	NIL

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

There was no employee in receipt of remuneration within the limit prescribed under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, the statement/information required under Section 197 read with Rule 5 is not applicable.

Sr. No.	Particulars	Details
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Mr. Gajraj Jain – Nil Mrs. Hemlata Jain – Not Applicable* Mr. Jitendra Kumar Mishra – Not Applicable* Mr. Tilak Raj Goyal – Not Applicable* Mr. Punit Jain – Not Applicable* Mr. Pradeep Goyal – Not Applicable*
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	10%
(iii)	The percentage increase in the median remuneration of employees in the financial year	10%
(iv)	The number of permanent employees on the rolls of the Company	16 Employees as on March 31, 2026
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration, and justification thereof, and any exceptional circumstances for increase in the managerial remuneration	NIL
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration paid during FY 2025-26 is as per the Remuneration Policy of the Company

Notes:

*The remuneration to Non-Executive Directors consists of Sitting Fees only.

It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy of the Company.

PUBLIC DEPOSITS

During the year under review, the Company did not receive any deposits from the public, and as such, no amount on account of principal or interest on deposits from the public was outstanding as on the date of the Balance Sheet, under the purview of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, and Chapter V of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

In terms of Section 134(3)(g) of the Act, towards inclusion of the details of particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013, and rules made thereunder in this Report, the same are given in the notes to the Financial Statements.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Section 124(5) of the Companies Act, 2013, unpaid dividend amounts of the Company that remain unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer are transferred to the Investor Education and Protection Fund (IEPF) established under sub-section (1) of Section 125. Members are requested to ensure that they claim their dividends before they are transferred to the said Fund. Members who have not encashed their dividend warrants for any of the previous seven financial years are requested to make their claims to the office of the Registrar and Share Transfer Agents, i.e., M/s Alankit Assignment Ltd., 4E/2, Jhandewalan Extension, New Delhi – 110055. During the year under review, no amount was required to be transferred to the Investor Education and Protection Fund by the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to providing and promoting a safe and healthy work environment for all of its employees.

In accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Act") and the Rules framed thereunder, the Company is committed to the prevention and redressal of complaints of sexual harassment at the workplace, along with a structured reporting and redressal mechanism. The Company has complied with the provisions relating to the constitution of an Internal Complaints Committee ("ICC") under the said Act.

There were no complaints regarding sexual harassment received from any women employees (permanent, contractual, temporary, trainees) who are covered under this policy, up to the date of this report.

The summary of complaints received, pending and disposed of up to March 31, 2026, is as under:

- Total number of sexual harassment complaints received during the year: 0
- Total number of sexual harassment complaints disposed of during the year: 0
- Total number of sexual harassment complaints pending beyond 90 days during the year: 0

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF CREDIT RATING

During the year under review, the Company was not assigned any Credit Rating.

CORPORATE POLICIES

The Listing Regulations mandate the formulation of certain policies for all listed companies. The Corporate Governance Policies are available on the Company's website at www.cpil.com. The policies are reviewed periodically by the Board and updated as needed.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there was no one-time settlement of loans taken from Banks & Financial Institutions.

CORPORATE GOVERNANCE

A separate report on Corporate Governance, containing General Shareholders' information, along with the Certificate from a Practicing Company Secretary regarding compliance with the conditions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed as a part of this Report.

SIGNIFICANT MATERIAL ORDER PASSED BY REGULATORS OR COURT OR TRIBUNALS AGAINST THE COMPANY

During the year under review, there was no significant and material order passed by regulators or courts or tribunals against the Company impacting the going concern status and the Company's operations in the future.

INVESTOR RELATIONS

Your Company always endeavours to keep the response time to shareholders' requests/grievances at a minimum. Priority is accorded to addressing all issues raised by shareholders and providing them with a satisfactory reply at the earliest possible time. The Stakeholders Relationship Committee of the Board meets periodically and reviews the status of shareholders' grievances. The shares of the Company continue to be traded in electronic form, and dematerialisation exists with both depositories, viz., National Securities Depository Limited and Central Depository Services (India) Limited.

COMPLIANCE WITH THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company's equity shares continue to be listed on the Bombay Stock Exchange (BSE), Mumbai, which has nationwide trading terminals. The Company has paid the Annual Listing Fees to BSE for the Financial Year 2025-2026. All applicable compliances with respect to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been duly made by the Company.

GREEN INITIATIVES

In keeping with its commitment to Green Initiatives and going beyond it, an electronic copy of the Notice of the 41st Annual General Meeting of the Company, including the Annual Report for Financial Year 2025-26, is being sent to all Members, Directors and Auditors whose e-mail addresses are registered with the Company/Depository Participant(s).

GENERAL

1. During the year under review, there being no transactions with respect to the items mentioned below, no disclosure or reporting is required in respect of the same:
 - a. Issue of equity shares with differential rights as to dividend, voting or otherwise.
 - b. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
 - c. Buy-back of shares.
 - d. No settlements have been done with banks or financial institutions.
2. During the year under review, the Company remained compliant with the Maternity Benefit Act, 1961 and as amended from time to time, and has ensured all necessary measures are in place for eligible employees, despite no such cases arising during the period.

ACKNOWLEDGEMENT

On behalf of the Directors of the Company, I would like to place on record our deep appreciation to our shareholders, customers, business partners, vendors, bankers, financial institutions and academic institutions for all the support rendered during the year.

The Directors are thankful to the Government of India, the various ministries of the State Governments, the Central and State Electricity Regulatory authorities, communities in the neighbourhood of our operations, and local authorities in areas where we are operational in India, as also partners, governments and stakeholders where the Company operates, for all the support rendered during the year.

Finally, we appreciate and value the contributions made by all our employees and their families for making the Company what it is. Your Company's employees are instrumental to the Company achieving its higher business goals. Your Directors place on record their deep admiration for 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 continued support.

CAUTIONARY STATEMENT

The Annual Report, including those which relate to the Directors' Report and the Management Discussion and Analysis Report, may contain certain statements on the Company's intent, expectations or forecasts that appear to be forward-looking within the meaning of applicable securities laws and regulations, while actual outcomes may differ materially from what is expressed herein. The Company bears no obligation to update any such forward-looking statement. Some of the factors that could affect the Company's performance could be demand and supply, changes in Government regulations, tax laws, etc.

Form No. AOC-2

[Pursuant to clause (b) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under the third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable.

2. Details of contracts or arrangements or transactions at arm's length basis:

(Rupees in Lakhs)

Name of Related Party	Nature of Relationship	Nature of Transactions	Amount	Duration of Contracts	Salient Terms	Date of Approval by the Board, if any	Amount Paid as Advance
South West Pinnacle Exploration Limited	Entity of Relative of KMP	Rent Payable: Nil Rent Paid: 10.37 Rent Outstanding: Nil	10.37	11 months	Rent Agreement	January 31, 2025	NIL

For and on behalf of the Board of Directors

Gajraj Jain
Chairman-cum Managing Director
DIN: 00049199

Jitendra Kumar Mishra
Independent Director
DIN: 07983426

Date: 29 July, 2026

Place: Gurugram

Corporate Identification Number (CIN): L51909HR1984PLC133745

Registered Office: 522, 5th Floor, DLF Galleria Tower,

Galleria DLF-IV, Gurugram, Haryana, 122009

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

Phone: +91-124- 4754936

Website: www.cpil.com

FORM No. MR-3
Secretarial Audit Report
For The Financial Year Ended 31st March, 2026

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015]

To,
The Members,
Chandra Prabhu International Limited
522, 5th Floor, Galleria Tower,
Galleria DLF- IV, Gurugram, Haryana, 122009

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Chandra Prabhu International Limited**. (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the **Chandra Prabhu International Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations and clarifications given to us **and the representations made by the Management**, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2026** generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by **Chandra Prabhu International Limited** for the financial year ended on **31st March, 2026** according to the applicable provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of imports of goods;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
- e. The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018
- f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period);**
- g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the audit period);**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. **(Not applicable to the Company during the audit period);**

- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable to the Company during the audit period);**
- j. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (vi) Other laws applicable specifically to the Company namely:-
 - a) The industries (Development and Regulation) Act, 1951 and rules/ regulations framed there under;
 - b) Goods and Service Tax Act, 2017;
 - c) The Contract Labour (Regulation & Abolition) Act, 1970;
 - d) The Minimum Wages Act, 1948;
 - e) The Payment of Gratuity Act, 1972;
 - f) The Industrial Employment Standing Orders Act, 1946;
 - g) The Equal Remuneration Act, 1976;
 - h) The Maternity Benefit Act, 1961;
 - i) Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013;
 - j) Haryana Shops and Commercial Establishments Act, 1958
 - k) Industrial Dispute Act, 1947;
 - l) National & Festival Holidays Act, 1963;
 - m) The Payment of Bonus Act, 1965;
 - n) The Payment of Wages Act, 1936;
 - o) The Employees' Compensation Act, 1923;
 - p) The Employees State Insurance Act, 1948;
 - q) The Employees' Provident Fund & Miscellaneous Provisions Act, 1952;
 - r) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959;
 - s) The Hazardous Waste (Management, Handling & Transboundary Movement) Rules, 2008;
 - t) The State Labour Welfare Fund Act;

And the following Labour Codes (applicable with effect from 21 November 2025):

 - a) The Code on Wages, 2019;
 - b) The Industrial Relations Code, 2020;
 - c) The Code on Social Security, 2020; and
 - d) The Occupational Safety, Health and Working Conditions Code, 2020
- (vii) We have also examined compliance with the applicable clauses of the following:
 - (a) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS2) issued by the Institute of Company Secretaries of India.

- (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 hereinafter referred to as “Listing Regulations” and Listing agreements entered into by the Company with BSE Limited;

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and Woman Director(s). The changes (appointment or otherwise) in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management, were taken unanimously.
- 3) All the decisions have been carried unanimously. The members of the Board have not expressed dissenting views on any of the agenda items during the Financial Year under review.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Baladeva Chitranjan
(Company Secretaries)

Baladeva Chitranjan
(Proprietor)

FCS No: 6045

COP No: 7387

UDIN : F006045H000966983

Place : New Delhi

Date : 29 July, 2026

This Report is to be read with our letter of even date which is annexed as **Annexure –A** and forms an integral part of this report.

To,
The Members,
Chandra Prabhu International Limited
522, 5th Floor, Galleria Tower,
Galleria DLF- IV, Gurugram, Haryana, 122009

Our Secretarial Audit Report (MR-3) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Baladeva Chitranjan
(Company Secretaries)

Baladeva Chitranjan
(Proprietor)
FCS No: 6045
COP No: 7387
UDIN : F006045H000966983

Place : New Delhi
Date : 29 July, 2026

REPORT ON CORPORATE GOVERNANCE

The Corporate Governance Report, FY 2025-26, which forms a part of Board's Report, is prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in terms of Regulation 34 read with Chapter IV and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") is given herein.



1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Effective Corporate governance practices constitute the strong foundation on which successful commercial are built to last. Chandra Prabhu International Ltd. 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.

The Company has a strong legacy of fair, transparent and ethical governance practices. We believe that sound corporate governance is critical in enhancing and retaining investor trust. It is a reflection of our culture, our policies, and our relationship with stakeholders and our commitment to values. Accordingly, we always seek to ensure that our performance is driven by integrity.

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors as well as Non-Executive Directors including Independent Directors.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, with regard to corporate governance.

2. A. COMPOSITION OF BOARD OF DIRECTORS:

- I. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013. As on 31-03-2026, the Board of Directors of the Company consists of Six Directors with an optimum combination of Executive, Non-Executive and Independent Directors. The Board meets regularly and is responsible for the proper direction and management of the Company. All directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, governance, etc. and play a critical role on strategic issues and add value in the decision-making process of the Board of Directors.
- II. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. As mandated by proviso under Regulation 17A(1) of the Listing Regulations as of March 31, 2026, none of the Independent Directors of the Company served as an Independent Director in more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2026 have been made by the Directors.

As on March 31, 2026, none of the Directors are related to each other except Mr. Gajraj Jain, Chairman Cum Managing Director who is husband of Mrs. Hemlata Jain, Woman Director of the company.

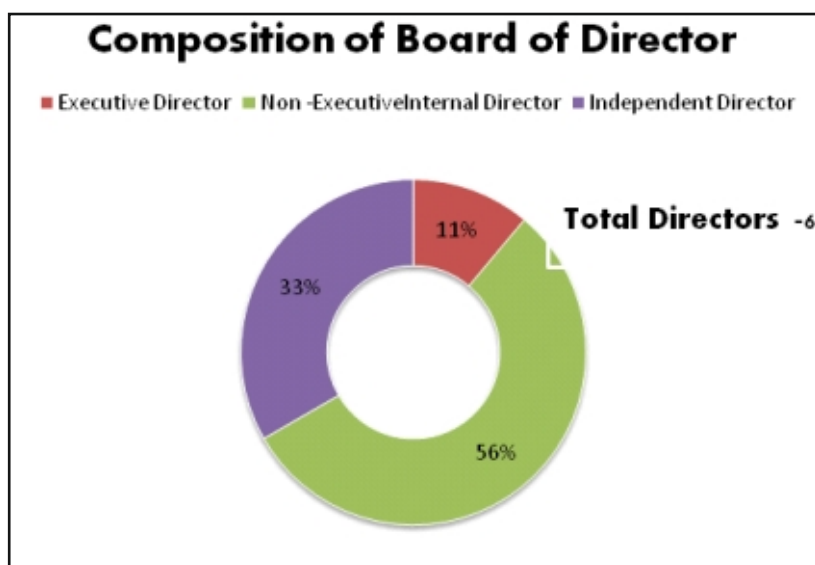
- III. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent.
- IV. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. Detailed agenda and notes thereon are sent to all the directors seven days in advance from the date of Board Meeting. All the information required for decision making are incorporated in the agenda. The Chairman appraised the Board on the overall performance of the Company at every Board Meeting. The Board reviews performance of the Company and sets the strategy for future. The Board takes on record the actions taken by the company on all its decisions periodically.
- IV. 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, 2026 in respect of each Director is given herein below-

Note:-

- I. No. of other Directorships indicated above is inclusive of Directorship of Private Limited companies.
- II. Only Audit Committee, Stakeholders' Relationship Committee & Nomination & Remuneration Committee is reckoned for this purpose.
- III. The Memberships and Chairmanships of Directors in Committees do not include their Memberships and Chairmanships in the Company.
- IV. Non-Executive Directors of the Company do not hold any shares except Mrs. Hemlata Jain.
- V. None of the above Directors are related inter- se except Ms. Hemlata Jain is the wife of Mr. Gajraj Jain.

Name of Director	Category of Directorship	Attendance particulars			Other Directorships	No. of Share held	No. of Committee positions held in other public limited companies*	
		At Board Meetings held during 2025-2026		At AGM held on 10/09/2025 (though VC/OAVM)			Chairman	Member
		Held	Attended					
Chairman Cum Managing Director Mr. Gajraj Jain	Executive Director, Chairperson related to Promoter, MD	8	8	YES	1	-	0	0
Directors Mrs. Hemlata Jain	Woman Director Promoter & Non-executive- Non Independent Director	8	7	No	0	9105423	0	0
Mr. Jitendra Kumar Mishra	Non-Executive Independent Director	- 8	5	Yes	2	-	2	-
Mr. Tilak Raj Goyal	Non-Executive Independent Director	- 8	8	Yes	1	-	-	-
Mr. Punit Jain	Non-Executive Independent Director	- 8	6	Yes	0	-	-	-
Mr. Pradeep Kumar Goyal (appointed on 25-07-2024)	Non-Executive Non Independent Director	- 8	8	Yes	1	-	-	-

- Gajraj Jain, Director in Katihar Flourmills Pvt Ltd.
- Jitendra Kumar Mishra, Director in Southwest Oilfield Services Private Limited and Ekam Leasing And Finance Co. Limited
- Tilak Raj Goyal, Director in **eSCVCONSULTANCY SERVICES** Private Limited.
- Mr. Pradeep Kumar Goyal, Director in AGPG Buildwell Private Limited.



B. FAMILIARISATION PROGRAMME FOR BOARD MEMBERS INCLUDING INDEPENDENT DIRECTORS

The Board members are provided with necessary documents, reports to enable them to familiarise with Company's procedures, its mission and vision, etc. Periodic presentation at Board/Committee meetings are made on business and performance of the Company. At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the roles, functions, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained in this regard. The Chairman cum Managing Director also have a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board/ Committee meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for Independent directors are available on the Company's weblink viz., www.cpil.com.

C. CHART SETTING OUT THE SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS

The Board of Directors along with Nomination & Remuneration Committee(NRC), identifies the right candidate with right qualities, skills and practical expertise/competencies required for the effective functioning of individual member to possess and also the Board as a whole. The Committee focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behavior, independent judgement of the person in selecting a new Board member. In addition to the above, in case of independent directors, the Committee shall satisfy itself with regard to the independence of the directors to enable the Board to discharge its functions and duties effectively. The same are in line with the relevant provisions of the Listing Regulations. The NRC has identified the following core skills, expertise and competency for the effective functioning of the Company which is currently available with the Board:-

- a. Finance & Accounting Competence
(Exposure in handling financial management of a large organization along with understanding financial statements)
- b. Leadership quality in running Large Enterprises
(Expertise in Leading well-governed Large Organisation with an understanding of organizational Structure and its environment, risk management and emerging Local & global trends)
- c. Understanding use of latest technology in trading of coal, metal and agro sector:-
(Understanding the use of latest technology across trading sector and ability to anticipate technology driven changes and disruption impacting the business)

- d. Expertise in understanding of changing regulatory framework
(Expertise in handling large public companies with high governance standard and understanding of changing regulatory framework)
- e. Exposure in setting the business Strategies
(Ability to build up Long term Business strategies to bring growth in business consistently, profitability, competitively and in a sustainable manner in a diverse business environments and changing economic conditions)

Expertise/Skill of individual directors are highlighted below:

Name of Directors	Area of Expertise				
	Finance & Accounting	Leadership quality	Latest technology	Regulatory framework	Business Strategies
Gajraj Jain	✓	✓	✓	✓	✓
Hemlata Jain	✓	✓		✓	✓
Tilak Raj Goyal	✓	✓	✓	✓	✓
Jitendra Kumar Mishra	✓	✓	✓	✓	✓
Punit Jain	✓	✓	✓	✓	✓
Pradeep Goel	✓	✓	✓	✓	✓

D. CONFIRMATION REGARDING INDEPENDENCE OF DIRECTORS

Independent Directors (IDs) are Non- Executive Directors (NED) as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the Listing Regulations, IDs have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties & fulfill the conditions specified in Listing Regulations and are independent of the Management & Company.

Based on the declarations received from the IDs, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the IDs of the Company have included their names in the data bank of IDs maintained with the Indian Institute of Corporate Affairs.

E. DETAILED REASON REGARDING RESIGNATION OF INDEPENDENT DIRECTOR

During the FY 2025-26, No Independent Director has resigned from the Company.

F. BOARD MEETING



The Board meets at least once in a quarter to review the Company's quarterly performance and Financial Results.

During the Financial year ended March 31, 2026, met 8 (eight) times during the Financial year ended March 31, 2026, i.e. on May 29, 2025, July 10, 2025, August 08, 2025, September 17, 2025, September 29, 2025, November 07, 2025, January 30, 2026 & March 28, 2026 respectively.

The necessary quorum was present for all the meetings. The maximum gap between any two meetings was not more than one hundred and twenty days.

G. CHANGE IN BOARD COMPOSITION

Mr. Pradeep Goyal, who was initially appointed by the Board of Directors of the Company as an Additional Director (Non-Executive, Non-Independent) for a term of five years with effect from 25 July 2024, was regularized at the 39th Annual General Meeting (AGM) of the Company. Subsequently, upon submission of a declaration confirming that he satisfies the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, he was considered as an Independent Director of the Company. He is liable to retire by rotation and was re-appointed at the last AGM.

Further, the tenure of Mr. Gajraj Jain, Chairman-cum-Managing Director of the Company, was about to expire on April 16, 2026. Based on an evaluation of the balance of skills, knowledge, and experience on the Board, as well as the report of performance evaluation, the external business environment, and his business knowledge, skills, and experience, it was considered that the continued association of Mr. Gajraj Jain as Chairman-cum-Managing Director would be beneficial to the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board, vide resolution passed on August 8, 2025, re-appointed Mr. Gajraj Jain as Chairman-cum-Managing Director, and the approval was obtained at the last AGM of the Company held on September 10, 2025, by way of a Special Resolution, not liable to retire by rotation, for a further period of 3 years commencing from April 17, 2026, up to April 16, 2029.

H. SELECTION AND APPOINTMENT OF NEW DIRECTORS

The Board is responsible for the appointment of new directors. The Board has delegated the screening and selection process for new directors to the NRC. Considering the existing composition of the Board and requirement of new domain expertise, if any, the NRC reviews potential candidates. The assessment of candidates to the Board is based on a combination of criteria that include ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. For appointment of an Independent Director (ID), the NRC evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepares a description of the roles and capabilities required of an ID. The potential ID is also assessed on the basis of independence criteria defined in Section 149(6) of the Act read with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. If the Board approves, the person is appointed as an Additional Director whose appointment is subject to the approval of the Members at the Company's general meeting.

I. REMUNERATION PAID OR PAYABLE TO DIRECTORS, KEY MANAGERIAL PERSONNEL(s) AND SENIOR MANAGEMENT PERSONNEL (s) (IN INR) : SITTING FEES, SALARY, PERQUISITES AND COMMISSION

The Remuneration to Directors is given as per the provision of Companies Act, 2013, Listing Regulations, subject to approval of shareholders or any other authority as may be required. The details of the remuneration of Directors paid during the FY 2025-2026 and their relationships with each other is mentioned hereunder-

Name of Directors	Relationship with other Director	Sitting Fee	Commission on profits	Salary	Perquisites	Total
Mr. Gajraj Jain	Husband of Mrs. Hemlata Jain	-	-	-	-	
Mrs. Hemlata Jain	Wife of Mr. Gajraj Jain	-	-	-	-	
Mr. Jitendra Kumar Mishra	None	80,000	-	-	-	80,000
Mr. Tilak Raj Goyal	None	80,000	-	-	3,000	83,000
Mr. Punit Jain	None		-	-	-	-
Mr. Pradeep Kumar Goyal)	None	-	-	-	-	-
Mr. Akash Jain (CEO) (Resigned w.e.f July 07, 2025)	Son of Mr. Gajraj Jain & Mrs. Hemlata Jain	-	-	-	-	
Mr. Amar Singh (CFO)				10,03,200		10,03,200
Mr. Atul Jain (COO) (Resigned w.e.f July 07, 2025)	None	-	-	2,53,780		2,53,780
Miss Komal (Company Secretary) resigned w.e.f May 30, 2025	-	-	-	1,60,099		1,60,099
Mr. Deepak Raj Singh (Company Secretary) Appointed on June 02, 2025	None	-	-	4,25,000	-	4,25,000

3. COMMITTEES OF THE BOARD

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of the diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles under which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose. The minutes of the meetings of all the Committees are placed before the Board for review. As on date, the Board has established the following Committees:



- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders' Relationship Committee
- D. Corporate Social Responsibility Committee

I. 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. the Head of Internal Audit and the representative of the statutory auditors are invited for the meetings of the Audit Committee.

The Auditors of the Company are invited to participate in the meetings of Audit Committee wherever necessary.

At present, the Composition of the committee as follow:-

I. 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. the Head of Internal Audit and the representative of the statutory auditors are invited for the meetings of the Audit Committee.

The Auditors of the Company are invited to participate in the meetings of Audit Committee wherever necessary.

At present, the Composition of the committee as follow:-

Name of Director	Designation
Mr. Jitendra Kumar Mishra	Chairman
Mr. Gajraj Jain	Member
Mr. Tilak Raj Goyal	Member

All members are financially literate and bring in expertise in the fields of finance, accounting, development, strategy and management.

(B) Meeting / Attendance

During the financial year ended March 31,2026, the Audit Committee of the company met Five times. The dates of the meetings were May 29, 2025, August 08, 2025, November 07, 2025, January 30, 2026 and March 28, 2026.

Attendance of Directors at committee meetings is shown below:

Name of the Director	Designation	Attendance at Committee Meeting	
		<i>Held</i>	<i>Attended</i>
Mr. Jitendra Kumar Mishra	Chairman	5	5
Mr. Tilak Raj Goyal	Member	5	5
Mr. Gajraj Jain	Member	5	5

The requisite quorum was present at all meetings.

The Company Secretary functions as the Secretary of the Committee.

The CFO assists the Committee in the discharge of its responsibilities. The Committee invites such employees or advisors as it considers appropriate to attend. The CFO, the head of internal audit and statutory auditors are generally invited to attend meetings unless the Committee considers otherwise. Quarterly Reports are provided to the members of the Committee on matters relating to the Code.

The Internal Auditors and Statutory Auditors of the Company discuss their audit findings and updates with the Committee and submit their views directly to the Committee. Separate discussions are held with the Internal Auditors to focus on compliance issues and to conduct detailed reviews of the processes and internal controls in the Company. The permissible non-audit related services undertaken by the Statutory Auditors are also pre approved by the Committee.

The Minutes of the Meetings of the Audit Committee are discussed and taken note of by the Board of Directors.

The Chairman of the Audit Committee was present at the 40th Annual General Meeting of the Company held on September 10, 2025 to answer member queries.

(C) Terms of Reference:

In accordance with Section 177(1) of the Companies Act, 2013 and as per the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of director have approved terms of reference for the Audit Committee and thereupon the revised terms of reference of the Audit Committee are in conformity with the required Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177(1) of the Companies Act, 2013. Further the Audit Committee has been granted powers as prescribed under Regulation 18(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Extract of Terms of Reference:-

- a) Review of financial reporting process.
- b) Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the board for approval.
- c) Evaluation of internal financial controls and risk management systems.
- d) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- e) Review and monitor the Auditor's independence, performance and effectiveness of audit process.
- f) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- g) Approving the appointment of the CFO.
- h) Scrutinize inter-corporate loans and investments.
- i) Approval/modification of the transactions with related parties.
- j) Oversight of the Company's Financial reporting process and the disclosure of its Financial information to ensure that the Financial statements are correct, sufficient and credible;
- k) Reviewing with the management, the quarterly Financial statements before submission to the Board for approval.

II. A. NOMINATION AND REMUNERATION COMMITTEE (NRC)

(A.) The Company through its Board of Directors has constituted Nomination and Remuneration Committee (hereinafter referred as "NRC") in terms of Regulation 19 (1) of the Listing Regulations which comprised of 3(Three) Non-Executive Directors. The terms of reference of NRC include the matters specified under Regulation 19 (4) the Listing Regulations as well as in Section 178 of the Act.

At Present the composition of the Committee is as follow:-

Name of Director	Designation
Mr. Jitendra Kumar Mishra	Chairman
Mrs. Hemlata Jain	Member
Mr. Tilak Raj Goyal	Member

(B) Meeting / Attendance

During the financial year ended March 31, 2026 the Nomination and Remuneration Committee of the company met two times. The date of the meetings were May 29, 2025 and August 8 2025.

The Attendance of Nomination and Remuneration Committee is as follows:-

Name of the Director	Designation	Attendance at Committee Meeting	
		Held	Attended
Mr. Jitendra Kumar Mishra	Chairman	2	2
Mr. Tilak Raj Goyal	Member	2	2
Mrs. Hemlata Jain	Member	2	2

(c) Terms of Reference:

The terms of reference of the Remuneration Committee includes fixation of salary, perquisites etc. of Managing/Executive Directors and for recommending the amount of commission payable to Executive Directors. The broad terms of reference of the nomination and remuneration committee are as under:

- 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;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- 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.

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013.

(D) Remuneration of Managing Director/Whole Time Directors

The NRC has formulated a Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel (SMP) :

- At the time of appointment or re-appointment of the Managing Director/Executive Director/ Whole Time Director, such remuneration shall be paid as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the Managing Director /Executive Director / Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the Managing Director/Executive Director/Whole Time Director are broadly divided into Basic Salary, Allowances, perquisites, amenities, retirement benefits and commission (subject to availability of profits).

4. In determining the remuneration, the Nomination and Remuneration Committee shall ensure/ consider the following :
- The relationship of remuneration and performance benchmark is clear.
 - Responsibility required to be shouldered by the Managing Director/ Executive Director/Whole Time Directors, the industry benchmarks and the current trends.

(E) Directors Remuneration:

The remuneration paid to the Managing Director was duly recommended by the NRC and approved by the Board of Directors. 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. Gajraj Jain	Chairman Cum Managing Director	NIL	NIL

(F) Remuneration of Non Executive Directors:

Non Executive Directors of the company were not paid any remuneration during the year under review, however sitting fees, reimbursement of expenses for participation in the Board/ Committee meetings was paid to Independent Director. Details of the Sitting Fess paid for the year ended March 31, 2026 is as below:

NAME OF THE DIRECTOR	DESIGNATION	SITTING FEES (Paid) F.Y 2025-26
Mr. Jitendra Kumar Mishra	Non -Executive, Independent Director	80,000
Mr. Tilak Raj Goyal	Non -Executive , Independent Director	80,000

As per Regulation 19(3) of the Listing Regulations, the Chairman of the NRC shall be present at the Annual General Meeting (AGM) to answer shareholders' queries. Mr. Jitendra Kumar Mishra, the Chairman of the NRC has attended the Annual General Meeting of the Company held on September 10, 2025, to answer the queries of the shareholders.

The Company Secretary functions as the Secretary of the Committee.

The NRC reviews the remuneration payable to the MD/ WTD/ KMP and Commission payable to the Non-Executive Directors and recommends it to the Board.

The NRC has formulated a Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel (SMP) available on the website of the company.

(G) Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that were evaluated include board composition & quality, commitment to the Company's vision, level of participation at Board/Committee Meeting, level of engagement and contribution, Independence of judgment, understanding duties, responsibilities, qualifications, disqualifications and liabilities as an independent director, up-to-date knowledge / information pertaining to business of the Company in which the Company is engaged in implementation of good corporate governance practices, enhancing long term shareholders' value, professional approach, openness to ideas, providing guidance and counsel to senior management in strategic matters and rendering independent and unbiased opinion at the meetings etc., monitoring the company's internal controls & review compliance Reports on applicable laws, regulations and guidelines.

III. STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

- (A) Pursuant to Regulation 20 of SEBI (LODR) Regulation, 2015, the Stakeholders Relationship Committee (hereinafter referred as "SRC Committee") shall consist of a Chairperson who shall be a Non-Executive Director and other members of the committee shall be as decided by the Board.

At present, the Composition of the Committee as follows:

Name of Director	Designation
Mr. Jitendra Kumar Mishra	Chairman
Mrs. Hemlata Jain	Member
Mr. Gajraj Jain	Member

(B) Meeting / Attendance

The Stakeholders Relationship committee met on January 30, 2026 to redress the grievances of the security holders of the Company. All the members of the committee were present in these meetings.

Name of the Director	Designation	Attendance at Committee Meeting	
		Held	Attended
Mr. Jitendra Kumar Mishra	Chairman	1	1
Mrs. Hemlata Jain	Member	1	1
Mr. Gajraj Jain	Member	1	1

(c) Terms of Reference:-

The Committee reviews and deals with the complaints and queries received from the investors. This committee also consider and resolve security holder related matters i.e, consider and approve issue of share certificates (including issue of renewed and duplicate share certificates), transfer and transmission of securities, etc.

The SRC is constituted in line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 178 of the Companies Act, 2013.

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.
- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of annual report, dividend, demat/remat requests.
- Approval of issue of duplicate certificates for securities and transmission of securities.
- All other matters related to shares/debentures.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

The Shareholders grievance committee met during **Financial Year 2025-26** to monitor the grievances of the security holders of the Company. The required quorum was present in the meeting.

Continuous efforts are made to ensure that grievances are more expeditiously redressed. SEBI Complaints Redress System (SCORES) SEBI administers a centralized web-based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of online redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES within the stipulated period of receipt of the complaint. All requests received for Share Transfer during the year were given effect within stipulated time.

Name, designation and address of Compliance Officer:

Mr. Deepak Raj Singh
 Company Secretary & Compliance Officer
 Chandra Prabhu International Limited
 522, Fifth Floor, Galleria Tower,
 Galleria DLF IV, Gurugram, Haryana, 122009

Stakeholders Grievance Redressal:

During the year ended March 31, 2026, No Shareholders' Complaints were received. There were no outstanding complaints at the end of the year.

The details of shareholders complaints are as follows:-

Number of shareholders complaints received	Number of shareholders complaints resolved	Number of shareholders complaints pending
NIL	NIL	NIL

IV. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

(A) The Corporate Social Responsibility (CSR) Committee has been constituted in line with the provisions of Section 135 of the Act and the rules as amended made there under.

The Composition of the Committee as follow:

Name of Director	Designation
Mr. Gajraj Jain	Chairman
Mrs. Hemlata Jain	Member
Mr. Jitendra Kumar Mishra	Member

The Company Secretary of the Company acts as the Secretary of the Committee.

(B) Meeting / Attendance

The CSR committee met on August 8, 2025. All the members of the committee were present in these meetings..

Name of the Director	Designation	Attendance at Committee Meeting	
		Held	Attended
Mr. Gajraj Jain	Chairman	1	1
Mrs. Hemlata Jain	Member	1	1
Mr. Jitendra Kumar Mishra	Member	1	1

(c) Terms of reference

The terms of reference of the CSR Committee broadly comprises of:

1. Formulating and recommending to the Board of Directors the CSR Policy and monitoring the same from time to time.
2. The Committee will review and evaluate the sustainability agenda, suggest modifications, discuss and recommend action plan to take the CSR activities for ward.
3. CSR Committee will monitor & recommend the spend on CSR activities by the Company as well as ensure that the Company spends at least the minimum sum as may be prescribed from time to time pursuant to the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 or such higher sum as may be decided by the Board of Directors of the Company.
4. Monitor the CSR Policy

(D) CSR POLICY

The Company has adopted a CSR policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy, including overview of projects or programs proposed to be undertaken, is provided on the Company's website at www.cpil.com.

4. INDEPENDENT DIRECTORS MEETING:

As per Regulation 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as well as pursuant to Section 149(8) of the Companies Act, 2013 read with Schedule IV and in accordance with the Policy on Appointment, Training, Evaluation and Remuneration of Directors and Senior Management Personnel, the Independent Directors have, at their meeting held on January 30, 2026.

- (a) Reviewed the performance of Non-Independent Directors and the Board as a whole;
- (b) Reviewed the performance of the Chairperson taking into account the views of Executive Directors (EDs) and Non-Executive Directors (NEDs) and
- (c) Assessed the quality, quantity and timelines of flow of information between the Company Management and the Board.

Meeting / Attendance

During the financial year ended March 31, 2026 the Independent Directors meeting of the company met onetime. The date of the meeting was January 30, 2026.

The Attendance of the Independent Directors meeting is as follows:-

Name of the Director	Designation	Attendance at Committee Meeting	
		Held	Attended
Mr. Jitendra Kumar Mishra	Independent Director	1	1
Mr. Tilak Raj Goyal	Independent Director	1	1
Mr. Punit Jain	Independent Director	1	1

5. DETAILS ON GENERAL BODY MEETINGS

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

S. No.	Financial Year	Date of AGM	Place of AGM	Time	Whether any Special Resolution passed
1	2024-25	September 10, 2024	Meeting held by way of Video Conferencing/Other Audio –Visual means (OVAM)	11:00 AM	Re-Appointment of Mr. Gajraj Jain (DIN:00049199) as the Chairman Cum Managing Director.
2	2023-24	September 20, 2024	Meeting held by way of Video Conferencing/Other Audio –Visual means (OVAM)	11:30 AM	
3	2022-23	September 25, 2023	Meeting held by way of Video Conferencing/Other Audio –Visual means (OVAM)	11:30 AM	- Continuation of Mr. Gajraj Jain (DIN 00049199) as the chairman cum Managing Director upon attaining age of Seventy years. - Re-Appointment of Mr. Jitendra Kumar Mishra (DIN: 07983426) as an Independent Director of the company. - To increase the Borrowing Limit of the Company U/S 180(1)(C) Of the Companies Act, 2013. - To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of - mortgage or charge on the assets, properties or undertaking(s) of the Company. - To approve the threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013.

(B) Extra-Ordinary General Meeting:- No Extraordinary General Meeting of the Members was held during FY25.

(C) Details of the meeting convened in pursuance of the order passed by the National Company Law Tribunal (NCLT):
Not applicable

(D) Postal Ballot :-

During the year under review, the Company has not passed any resolution through Postal Ballot in accordance to the procedure prescribed in Section 110 of the Companies Act, 2013 Act read with the Companies (Management and Administration) Rules, 2014.

Procedure of Postal Ballot:

- Appointment of Scrutinizer who is not in the employment of the Company.
- Notice of postal ballot along with the explanatory statement to shareholders by following modes:
 - By registered post or speed post or,
 - Through electronic means like registered email id or,
 - Through courier service for facilitating the communication of the assent or dissent of the shareholder to the resolution within period of (30) thirty days.
- Advertisement in one English newspaper and in one vernacular language newspaper in the principal vernacular language of the district in which the registered office of the company is situated.
- Notice should also be placed on the website of the Company.
- Declaration of results by the Scrutinizer after following due process.

Proposed Postal Ballot:

The Company does not have any plans to pass any resolution through postal ballot.

6. MEANS OF COMMUNICATION:

Annual Report containing financial statements, Board's Report, Management Discussion & Analysis (MD&A) Report, Auditor's Report and other information are circulated to members and others who are entitled to it. The Annual Report is also available on the website of the company at www.cpil.com.

i) WEBSITE

The Company's website www.cpil.com contains an exclusive head "Investor" where shareholder information is available. Quarterly and Annual Financial results, annual report, notice of AGM, Shareholding Pattern, Corporate Governance report etc. are also available on the website.

ii) ANNUAL REPORT & GREEN INITIATIVE

Annual Report for FY 2024-25 containing inter alia, Audited Financial Statements, Boards' Report, Management Discussion and Analysis and Corporate Governance Report etc. was sent to all Members via email to all shareholders who have provided their email addresses. Annual Reports are also hosted on the website of the Company at www.cpil.com. The Company also provides live webcast facility of its AGM in co-ordination with NSDL. The Notice of the AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. However, Members desiring a physical copy of the Annual Report for FY 2025-26, may either write to us or email us on cs@cpil.com, to enable the Company to dispatch a copy of the same. Please include details of Folio No./DP ID and Client ID and holding details in the said communication.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in Demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

(b) FINANCIAL RESULTS: Quarterly financial results are announced within 45 (forty- five) days from the end of the quarter and annual audited results are announced within 60 (sixty) days from the end of the financial year as per Regulations 33 of the Listing Regulations and are published in the newspapers in accordance with Regulation 47 of the Listing Regulations. Quarterly financial results are announced to Stock Exchanges within the prescribed timeline under the listing regulations from the closure of the Board meeting at which these are considered and approved.

Quarterly results are submitted to the Stock Exchange in accordance with SEBI(LODR) 2015 and the same are published regularly in the newspapers i.e. Financial Express (English) and Jansatta (Hindi) and also updated on the Website of the Company.

(c) PRESS RELEASE: The website also displays all official press releases issued by the Company, if any. The Company disseminate all price sensitive information into the public domain by way of intimating the same to stock exchanges, i.e. BSE Ltd immediately. The same is also displayed on the Company's website.

(d) EMAIL COMMUNICATION: As permitted under Section 20 and 136 of the Act read with Companies (Accounts) Rules, 2014 during the year under review, the Company sent various communications, such as notice calling the general meeting, audited financial statements including Board's report, Tax Deducted at Source intimation, credit of dividend intimation letters, etc. in electronic form at the email IDs provided by the Members and made available by them to the Company through the depository participants.

Shareholders who have not registered their email addresses are requested to do so for receiving communications from the Company. Shareholders who are holding shares in a physical form can update their email addresses by writing a letter to the Company/RTA under the signature of the first named Shareholders who are holding shares in a demat form can do so by contacting their Depository Participant.

(e) EXTENSIBLE BUSINESS REPORTING LANGUAGE (XBRL): is a standardized and structured way of communicating business and financial data in an electronic form. XBRL provides a language containing various definitions (tags) which uniquely represent the contents of each piece of financial statements or other kinds of compliance and business reports. BSE provide XBRL based compliance reporting featuring identical and homogeneous compliance data structures between Stock Exchanges and MCA. XBRL filings are done on the BSE online portal.

(f) The Company has not displayed any official news released during the year under review except as required by the SEBI (LODR) Regulations, 2015 as mentioned above. During the year under review, the Company has not made any presentations to Institutional investors or to the Analysts.

7. GENERAL SHAREHOLDER INFORMATION:

I	Date, Time & Venue of AGM	The forthcoming 41 st Annual General Meeting of your Company will be held on will be held on Monday, 31st day of August, 2026 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") at common venue but shall be deemed to be held at its Registered Office at 11:30 A.M. The Notice for holding the said Annual General Meeting along with Annual Report etc. shall be only emailed to members. Members are requested to use the option of e-voting on proposed resolutions through facilities provided by National Securities Depository Ltd. (NSDL) with procedure as detailed in the Notice convening the Annual General Meeting. Those who do not use E-Voting facility during the E-voting period can cast their Votes online at the time of the AGM. Members holding shares are again requested to register their email address with RTA/their own depositaries so that they can receive the Annual Report and any other communication from the company through email. They are also requested to complete their KYC with PAN and BANK A/c details as it is made mandatory by SEBI.
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II	Financial Calendar	
	Financial Year	April 01, 2026 to March 31, 2027
	First Quarter Results	By Last week of July, 2026
	Second Quarter Results	By First week of November, 2026
	Third Quarter Results	By Last week of January, 2027
	Fourth Quarter & Annual Year Ended March, 31, 2027	By 4 th Week of May, 2027
III	Record Date	Monday, August 24, 2026, has been fixed as the record date/cut-off date for voting.
IV	Listing	The Company's Share are listed and traded on Bombay Stock Exchange 1st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai- 400 001). The Company has paid the requisite Annual Listing and Custodial Fees to the Stock Exchanges and Depositories viz. CDSL and NSDL, respectively for the financial years 2025-26 and 2026-27.
V	Stock Code	530309(BSE)
	ISIN No.(Demat No.) NSDL & CDSL	INE368D01025
	Corporate Identity Number (CIN):	L51909HR1984PLC133745
VII	Registrar and Share Transfer Agents:	<i>Alankit Assignment Ltd.</i> 4E/2, Jhandewalan Extension, New Delhi- 110055 Ph: 011-42541234/23541234 Fax: 011- 23552001 E-mail: info@alankit.com Website: www.alankit.com
VIII	Dividend Payment Date (for the financial year 2025-26)	During the F.Y 2025-26, No dividend has been recommended by the board of directors.
IX	Bank details for Electronic Shareholding	Members are requested to notify their Depository Participant (DP) about the changes in bank details. Members are requested to furnish complete details of their bank account, including the MICR codes of their bank.
X	Payment of Depository Fees	Annual custody/Issuer fee for the year 2025-26 and 2026-27 has been paid by the Company to CDSL & NSDL.

XII. Disclosure for securities that are suspended from trading : None of the securities of the Company were suspended from trading during the FY 2025-2026.

XIII. SHARE TRANSFER SYSTEM

The Company has authorized RTA for transmission/ dematerialization/re-materialization etc., who process the formalities related thereto, on an average of once a week. The share certificates are returned/dispatched to the shareholders by the RTA after necessary endorsements, normally within 15 days from the date of receipt. Delays, if any, are mostly due to differences in signature and/or non-receipt of copy of PAN.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.cpil.com and on the website of the Company's RTA at www.alankit.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

In terms of amendments to Regulation 40 of Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form has been stopped by SEBI. SEBI has given the following clarifications:

1. The above decision does not prohibit the investor from holding the shares in physical form; investor has the option of holding shares in physical form even after April 01, 2019.
2. Any investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized. The above decision by SEBI is not applicable for demat of shares, transmission (i.e. transfer of title of shares by way of inheritance/succession and transposition (i.e. re-arrangement/interchanging of the order of name of shareholders) cases.

The Company has appointed Alankit Assignments Limited as its Registrar and Share Transfer Agent (RTA). All share transfer and related operations are conducted by RTA which is registered with the SEBI. The RTA has adequate infrastructure to serve the shareholders and process the share transfer.

(XIV) SHARE CAPITAL AUDIT

The Share Capital Audit as required under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, read with SEBI Circular No. D&CC/FITT C/Cir-16/2002 dated December 31, 2002 and SEBI Circular No. CIR/MRD/DP/30/2010, a Qualified Practicing Company Secretary carries out Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. This audit is carried out every quarter and the reconciliation of share capital audit report thereon is submitted to the Stock Exchanges and to the Board of Directors.

(XV) DISTRIBUTION OF SHARE HOLDING :**(A) Distribution of Share holding as on 31st March, 2026**

No. of Shares held	Shareholders		No. of Shares	
	Number	% to Total	Number	% to Total
1 -500	5876	68.14	644495	2.32
501-1000	968	11.23	720065	2.60
1001-2000	760	8.81	1114693	4.02
2001-3000	344	3.99	873848	3.15
3001-4000	158	1.83	565230	2.04
4001-5000	109	1.26	491370	1.77
5001-10000	232	2.69	1620367	5.84
10001-9999999999	176	2.04	21704932	78.26
Total	8623	100.00	27 735000	100.00

(B) Shareholding Pattern as on 31st March,2026:

Categories	No. of Shares	% of Shareholding
Indian Promoters	15071288	54.34
Persons Acting in Concert	-	-
Institutional Investors	-	-
Corporate Bodies	265395	0.96
Indian Public	11909943	42.94
Non-Resident Indians	64489	0.23
Clearing Members	45910	0.17
Others (HUF)	377975	1.36
Total	2,77,35,000	100.00

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.

(XVI) DEMAT

The Company has set up requisite facilities for dematerialization of its equity shares in accordance with the provisions of Depository Act, 1996 with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has entered into agreements with both the depositories. International Securities Identification Number (ISIN) for equity shares is INE368D01025.

The status of dematerialization as on 31st March, 2026 is as under:

Mode	No. of Share	%
Dematerialization Form CDSL	82,68,771	29.81
NSDL	1,91,97,254	69.22
Sub Total	2,74,66,025	99.03
Physical	2,68,975	0.97
Total	2,77,35,000	100

As on 31st March, 2026, **2,74,66,025 Equity Shares** of the Company have been dematerialized representing **99.03%** of the total Paid up Equity Share Capital.

(XVII) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2026, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

(XVIII) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is not required to be given.

(XIX) Plant Location: Not Applicable

(XX) Address for correspondence : Shareholder Correspondence may be addressed to:

<u>Registered Office & Corporate Office:</u> Chandra Prabhu International Ltd. 522, 5 th Floor, Galleria Tower, Galleria DLF IV, Gurugram, Haryana, 122009 <u>Email:</u> info@cpil.com , cs@cpil.com Phone: +91-124- 4754936	OR	<u>Registrar & Transfer Agent :</u> Alankit Assignment Ltd. 4E/2, Jhandewalan Extension, New Delhi- 110 055 <u>Phone no.:</u> 011-42541234/23541234 <u>E-mail:</u> info@alankit.com
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(XXI) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad : Not Applicable

(XXII) DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF LISTING REGULATIONS

As required under Regulation 36(3) of Listing Regulations, particulars of Director/s seeking reappointment are given in the Explanatory Statement annexed to the Notice of the 41st AGM to be held on Monday, the 31st Day of August, 2026.

(XXIII) CODE OF CONDUCT

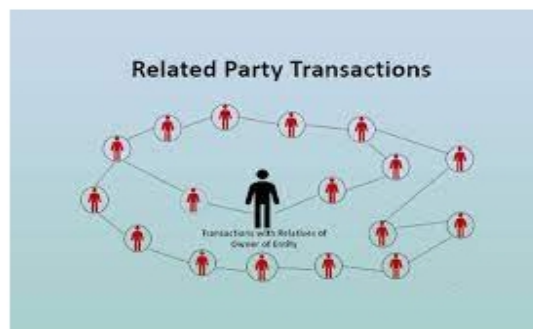
The Company has formulated and implemented a comprehensive Code of Conduct for the Board of Directors and Senior and Senior Management of the Company. This code is a comprehensive code applicable to Executive as well as Non-Executive Directors and Members of the Senior Management. A copy of the Code has been hosted on the Company's website i.e. www.cpil.com. The necessary declaration by the MD/CEO as required under Regulation 34(3) read with Schedule V (D) of the Listing Regulations regarding adherence to the Code of Conduct has been obtained for FY 2025-26 and a declaration to this effect for part of the report. All the board members and senior management personnel have affirmed compliance with the code for the financial year ended 31st March, 2026. The Code of Ethics is aimed at maintaining the professional and ethical standards in the functioning of the Company

(XXIV) COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2) OF THE LISTING REGULATIONS

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations including other applicable mandatory requirements. The Corporate Governance Report of the Company for the Financial Year ended on 31st March, 2026 is in compliance with the applicable requirements of SEBI as per Listing Regulations.

DISCLOSURES:**I RELATED PARTY TRANSACTION:**

There have been no materially significant related party transactions with the company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the company at large. The necessary information regarding related party transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions which can be access at the website of the company at www.cpil.com.



The policy can be Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. Certain transactions, which were repetitive in nature, were approved through omnibus route.

**II. COMPLIANCES:**

DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE(S) OR SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) OR ANY OTHER STATUTORY AUTHORITY OR ANY MATTERS RELATED TO CAPITAL MARKETS.

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.

III. WHISTLE BLOWER POLICY (VIGIL MECHANISM):

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the company.

IV. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENT

As per Regulation 34 of SEBI (LODR) Regulations, 2015 read with Schedule V mandates the company to obtain a certificate from either the auditors or Practicing Company Secretaries regarding compliance of conditions of Corporate Governance as stipulated in the said Clause and annex the certificate so obtained with the Directors' Report. The Company has obtained a certificate from its Practicing Company Secretary to this effect and the same are annexed to the Board's Report.

V. DISCLOSURE OF ACCOUNTING TREATMENT

The company has followed the Indian Accounting standards (IND-AS) specified under Section 133 of the Companies Act 2013 in the preparation of the financial statements. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

VI. DISCLOSURE OF RISK MANAGEMENT

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risks through means of a properly defined framework.

VII. OTHER DISCLOSURES

CODE OF PRACTICE AND PROCEDURE AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Code of practice and procedure for fair disclosures of unpublished price sensitive information and code of conduct to regulate, monitor and report trading by its employees and other connected persons is approved by Board of Directors of the Company.

The Company had adopted a "Code of Conduct for insider trading" in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 on April 1, 2019. The code is applicable to promoters and promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulation. The Company has also formulated 'The code of Practices and procedures for fair disclosure of Unpublished Price Sensitive Information' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and this code is displayed on the Company's website viz., www.cpil.com.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS AND DISCLOSURES ON THE REMUNERATION OF THE DIRECTORS

All pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company, along with criteria for such payments and disclosures on the remuneration of the Directors along with their shareholding are disclosed in Form MGT-7 as available on the website of the Company i.e. www.cpil.com.

INTERSE RELATIONSHIPS BETWEEN DIRECTORS

There has been no inter-se relationship between directors during the Financial Year 2025-26 except Mr. Gajraj Jain, Chairman Cum Managing Director of the company who is the husband of Mrs. Hemlata Jain (Mrs. Hemlata Jain appointed as Woman Director on the Board of the company).

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the Code of conduct for Independent Directors specified under the Companies Act 2013 and as per regulation of Stock Exchanges, the Company has framed a familiarization programme for all its independent Directors to familiarize them on their roles, rights and responsibilities in the Company, the nature of the industry in which the company operates and its business model.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

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.

DETAILS REGARDING SEXUAL HARASSMENT OF WOMAN AT WORKPLACE

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the aforesaid Act, and the rules framed there under, including constitution of the Internal Complaints Committee. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the same is available on the Company's website at www.cpil.com. All employees (permanent, contractual, temporary and trainees, etc.) are covered under this Policy. Status of complaints as on March 31, 2026:

Number of complaints received	Number of shareholders complaints resolved	Number of shareholders complaints pending
NIL	NIL	NIL

DETAILS REGARDING UNCLAIMED AMOUNT OF DIVIDEND

Pursuant to the provisions of Sections 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), dividends remaining unclaimed or unpaid for a period of seven consecutive years from the date of their transfer to the Unpaid Dividend Account are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

In compliance with the aforesaid provisions, the unclaimed dividend pertaining to the financial year ended March 31, 2014 and the corresponding shares on which dividend remained unclaimed for seven consecutive years have been transferred to the IEPF.

Further, the unclaimed dividend pertaining to the financial year 2018-19, along with the corresponding shares, wherever applicable, shall be transferred to the IEPF within the prescribed statutory timeline.

The details of the unclaimed dividends so transferred are available on the Company's website at www.cpil.com and on the website of MCA at <http://www.iepf.gov.in/>.

RECOMMENDATIONS OF COMMITTEES OF THE BOARD

There were no instances during the financial year 2025-26, wherein the Board had not accepted recommendations made by any committee of the Board.

DETAILS REGARDING MATERIAL SUBSIDIARY AND POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

The Company does not have any material listed/ unlisted subsidiary companies as defined in Regulation 24 (1) of Listing Regulations. However, the Company has formulated a policy for determining a "material" subsidiary, the details of which is available on the website of the Company at www.cpil.com.

POLICY & DISCLOSURE REGARDING RELATED PARTY TRANSACTION

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy regarding related party transaction and has made the disclosure regarding related party transaction to the Stock Exchange. The details of which is available on the website of the Company at www.cpil.com

DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF THE COMPANY AT LARGE :

There are no materially significant transactions with the related parties that had potential conflict with the interest of the Company. Transactions with related parties as per applicable Indian Accounting Standard have been disclosed in the notes forming part of the Financial Statement.

The Policy on related party transactions, which provides the criteria for determining the materiality of related party transactions and also the manner of dealing with related party transactions, adopted by the Board in accordance with the provisions of Regulation 23(1) of the Listing Regulations, has been uploaded on the website of the Company, accessible at www.cpil.com.

POLICY FOR PRESERVATION OF DOCUMENTS

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The company has adopted a policy for preservation of documents and the same is available on the company's website at www.cpil.com

DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT':

During the FY 2025-26, the Company has not given any 'Loans and Advances' in the nature of loan to Firms/Companies in which Directors are interested.

AS PER THE DISCLOSURES RECEIVED FROM SENIOR MANAGEMENT PERSONNEL, THEY HAVE NOT ENTERED INTO ANY FINANCIAL OR COMMERCIAL TRANSACTIONS WHICH MAY HAVE A POTENTIAL CONFLICT WITH INTERESTS OF THE COMPANY AT LARGE.

CEO/CFO CERTIFICATE

In terms of regulation 17(8) of the Listing Regulations, the Managing Director and CEO and the CFO made a certification to the board of Directors in the prescribed format for the year at the review, which has been reviewed by the audit Committee and taken on record by the Board. The same is attached as Annexure III.

CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from Mr. Krishna Kumar Singh (Practicing Company Secretary) confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations attached as Annexure IV.

CERTIFICATE FROM PRACTICING COMPANY SECRETARY

Certificate as required pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, received Mr. Krishna Kumar Singh (Practicing Company Secretary) that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. Certificate For Non-Disqualification of Directors as Attached as Annexure V.

UN-MODIFIED OPINION IN AUDITORS REPORT

During the current financial year, there are no audit qualifications in the financial statements of the Company. The Company continues to adopt appropriate best practices in order to ensure unqualified financial statements

AUDITORS' REMUNERATION

The total fees for all services paid by Company and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/ network entity of which the statutory auditor is a part of are as follows

<i>Rs. in Lacs</i>	
Particulars	Amount
Statutory Audit Fees	3.75
Tax Audit Fees	1.50
Limited Review	0.60
Other Services	0.55
Total	6.40

UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONAL PLACEMENT

During the year under review, the Company has not raised any proceeds by way of preferential issue or qualified institutional placement

DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

During the year under review, the Company does not possess any commodity price risks and commodity Hedging activities.

COMPLIANCES OF NON –MANDATORY& DISCRETIONARY REQUIREMENTS AS PER SCHEDULE II PART E OF THE SEBI LISTING REGULATIONS

The quarterly and half yearly financial performance are published in the newspaper and are also posted on the website of the Company and hence, not being sent to the Shareholders.

The internal auditor of the Company makes presentation to Audit Committee on their reports.

The Company Financial Statements for the year 2025-26 does not contain any audit qualification. The Company's audited Financial Statements are accompanied with unmodified opinion from Statutory Auditor of the Company.

E-VOTING

E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of companies. The Company will also have the e-Voting facility for the items to be transacted at this AGM. The MCA has authorised NSDL and CDSL for setting up electronic platform to facilitate casting of votes in electronic form. The Company has entered into agreements with NSDL for availing e-Voting facilities.



DISCLOSURE REGARDING SUSPENSE ESCROW DEMAT ACCOUNT

Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, requests for transfer of securities held in physical form are not processed unless the securities are held in dematerialized form. Further, in accordance with the SEBI circulars issued in this regard, the Registrar and Share Transfer Agent ("RTA") processes requests relating to issue of duplicate share certificates, transmission, transposition, renewal/exchange of share certificates, endorsement, subdivision/splitting, consolidation of share certificates, correction of name, and other investor service requests by issuing a Letter of Confirmation ("LOC") in lieu of physical share certificates.

Shareholders are required to submit the LOC to their Depository Participant ("DP") for dematerialization of shares within the prescribed period from the date of its issuance. In cases where the LOC is not submitted within the stipulated period, the shares are credited by the RTA to the Suspense Escrow Demat Account ("SEDA") of the Company in accordance with the applicable SEBI regulations and circulars.

Pursuant thereto, the Company has opened a Suspense Escrow Demat Account with its Registrar and Share Transfer Agent, M/s Alankit Assignments Limited.

Further, pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, no equity shares of the Company were lying in the Suspense Escrow Demat Account or in the suspense account as on March 31, 2026.

PARTICULARS REGARDING SENIOR MANAGEMENT

Mr. Akash Jain as CEO & Mr. Atul Jain as COO of the Company has resigned from their respective positions in the Company from 7th July, 2025.

DISCLOSURE REGARDING AGREEMENT MENTIONED IN CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

During the year under Review, no person as prescribed under Clause 5A of Paragraph A of Part A of Schedule III Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 has entered into an agreement that is binding on the Company.

OTHER USEFUL INFORMATION TO SHAREHOLDERS

- ✓ Shareholders/beneficial owners are requested to quote their folio no. /DP and client ID nos., as the case may be, in all correspondence with the RTA/ Company.
- ✓ Shareholders holding shares in physical form are requested to notify to the RTA/Company, PAN, email Ids, change in their address/pin code number and bank account details promptly by written request under the signatures of sole/first joint holder.
- ✓ Beneficial owners of shares in demat form are requested to send their instructions regarding PAN, email ids, change of name, change of address, bank details, nomination, power of attorney etc., directly to their DP as the same are maintained by the DPs.
- ✓ Non-resident members are requested to immediately notify change in their residential status on return to India for permanent settlement and particulars of their NRE bank account with a bank in India, if not furnished earlier.
- ✓ In case of loss/misplacement of shares, invest or should immediately lodge a FIR/complaint with the police and inform RTA/ Company along with original or certified copy of FIR/acknowledged copy of the complaint.
- ✓ Shareholders(s) of the Company who have multiple accounts in identical name(s) or holding more than one share certificate in the same name under different ledger folio(s) are requested to apply for consolidation of such folio(s) and send the relevant share certificates to the Company/RTA.
- ✓ Shareholders are requested to provide their valuable suggestions for improvement of our investor services. We request shareholders whose shares are in the physical mode to dematerialize their shares. Share holders are requested to quote their e-mailIDs, telephone/fax numbers for prompt reply to their communication.
- ✓ Folio Nos./DP ID/Client ID should not be disclosed to any unknown persons. Signed delivery instruction slips should not be given to any unknown persons.

NORMS FOR FURNISHING OF PAN, KYC, BANK DETAILS AND NOMINATION

SEBI vide circular dated June 10, 2024 read with earlier circular dated March 16, 2023 and November 3, 2021, has mandated listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents (i.e. PAN, KYC, Bank details and Nomination) are not available with us, on or after October 01, 2023, shall be frozen as per the aforesaid SEBI circular. The forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website at www.cpil.com. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has sent a letter/intimation to the Members holding shares in physical form in relation to the aforesaid on May 17, 2023. In respect of Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their respective Depository Participants.

ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements adherence to code of conduct and applicable Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. The Company Secretary acts as the Secretary to all the Committees of the Board constituted under the Companies Act, Companies Act, 2013. He is also designated as a Compliance Officer.

DECLARATION-CODE OF CONDUCT

In accordance with the regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of CPIL has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the website of the company at www.cpil.com.

All the Board members and senior management personnel for the financial year ended 31st March, 2026 affirmed compliance with the code of conduct laid down by the Board of Directors for them.

For Chandra Prabhu International Limited

Amar Singh
(Chief Financial Officer)

Gajraj Jain
(Chairman Cum Managing Director)
DIN:-00049199

Place: Gurugram

Date: 29 July, 2026

Corporate Identification Number : L51909HR1984PLC133745

Registered Office: 522, 5th Floor, DLF Galleria Tower,
Galleria DLF IV, Gurugram, Haryana, 122009

Phone: +91-124- 4754936

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

CEO/CFO CERTIFICATION TO THE BOARD**{Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}**

To,
The Board of Directors
Chandra Prabhu International Limited

We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2026, 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) To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2026 which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We further certify that we have indicated to the auditors and the Audit committee:
 - (i) There have been no significant changes in internal control over financial reporting during the year;
 - (ii) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) There have been no 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

Amar Singh
(Chief Financial Officer)

Gajraj Jain
(Chairman Cum Managing Director)
DIN:-00049199

Place: Gurugram
Date: 25 May, 2026

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members

Chandra Prabhu International Ltd.

522, 5th Floor, Galleria Tower, DLF Phase-IV,

Gurugram, Haryana, 122009

Practicing Company Secretary's Certificate on compliance with the conditions of Corporate Governance as per Chapter IV pursuant to Regulation 34(3) and Schedule V Para E of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined the compliance of Corporate Governance by M/s. Chandra Prabhu International Limited (the Company) for the year ended on March 31, 2026 as stipulated in :-

Regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period April 1, 2025 to March 31, 2026.

Management Responsibility for compliance with the conditions of Listing Regulations

1. The Management along with the Board of Directors is responsible for ensuring that the Company complies with the requirements of the Listing Regulations and for providing all relevant information to the Securities and Exchange Board of India.
2. The preparation of the accompanying Corporate Governance Report is the responsibility of the Management of the Company including the Board of Directors. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Report, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

PCS Responsibility

3. Pursuant to the requirements of Clause E of Schedule V to the Listing Regulations, it is our responsibility to obtain reasonable assurance and form an opinion as to whether the Company complies with the conditions of Corporate Governance.
4. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

5. 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 Listing Regulations as applicable during the year ended on March 31, 2026.

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.

Restriction on Use

6. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For KKS & ASSOCIATES
(Company Secretaries)**

**Krishna Kumar Singh
(Proprietor)
Membership No: F8493
COP No: 9760
UDIN: F008493H000967981**

**Place: Gurugram
Date : 29 July, 2026**

ANNEXURE-V

CERTIFICATE FOR NON-DISQUALIFICATION OF DIRECTORS (PURSUANT TO REGULATION 34 (3) AND SCHEDULE V PARA C CLAUSE 10(I) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members,
Chandra Prabhu International Limited
522, Galleria Tower, 5th Floor, DLF City Phase-IV,
Gurugram, Haryana, 122009

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of M/s. Chandra Prabhu International Limited having CIN: L51909HR1984PLC133745 and having registered office and Corporate Office at 522, Fifth Floor, DLF Galleria Commercial Complex, DLF City Phase IV, Gurugram, Haryana, 122009 (hereinafter called the company) produced before me by the company for the purpose of issuing the certificate, in accordance with Regulation 34(3) read with schedule V para C Sub Clause 10 (i) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verification (including director identification number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the company as stated below for the financial year ending on 31st March, 2026 has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Name of Director	DIN	Designation	Date of Appointment
1.	Mr.Gajraj Jain	00049199	Chairman Cum Managing Director	17/04/2017
2.	Mrs.Hemlata Jain	00049212	Woman Director	11/08/2017
3.	Mr.Jitendra Kumar Mishra	07983426	Independent Director	14/08/2018
4.	Mr.Tilak Raj Goyal*	00403414	Independent Director	25/06/2026
5.	Mr.Punit Jain	00004327	Independent Director	01/09/2022
6.	Mr. Pradeep Kumar Goyal	03568525	Non-Executive Non- Independent Director	25/07/2024

*The Board has approved the re-appointment of Mr. Tilak Raj Goyal as a Non-Executive Independent Director of the Company for a second consecutive term commencing from May 25, 2026, subject to the approval of the shareholders at the ensuing Annual General Meeting.

We wish to state that the management of the company is responsible to ensure the eligibility of a person for appointment/continuation as a director on the board of the company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness of the corporate governance processes followed by the management of the company.

**For KKS & ASSOCIATES
(Company Secretaries)**

**Krishna Kumar Singh
(Proprietor)
Membership No: F8493
COP No: 9760
UDIN: F008493H000967981**

**Place: Gurugram
Date : 29 July, 2026**

MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD LOOKING STATEMENT

This Management Discussion and Analysis Report contains certain forward-looking statements relating to the Company's business, operations, financial performance and future prospects. These statements are based on management's current expectations, assumptions and estimates regarding future events and are subject to various risks and uncertainties. Actual results may differ materially from those expressed or implied in such statements due to economic conditions, industry developments, regulatory changes, market dynamics and other factors beyond the Company's control. The Company undertakes no obligation to publicly revise any forward-looking statements except as required under applicable laws.

COMPANY OVERVIEW

Chandra Prabhu International Limited ("CPIL") is a diversified trading company with more than four decades of experience in commodity trading. The Company operates primarily in coal trading and has diversified its business portfolio by expanding into metal scrap trading and agriculture-related services also.

The Company's business philosophy is founded on customer satisfaction, ethical business practices, sustainable growth and stakeholder value creation. During the year under review, the Company continued to strengthen its position in its core businesses while exploring new opportunities arising from shifting global supply chains, infrastructure development and increasing demand for industrial raw materials.

The Company remains committed to prudent risk management, operational excellence and long-term value creation through sustainable business practices.

GLOBAL ECONOMIC OVERVIEW

The global economy witnessed moderate growth during FY 2025-26 despite facing multiple challenges such as geopolitical tensions, supply chain disruptions, trade policy uncertainties and inflationary pressures. Economic activity across developed economies remained relatively stable, supported by easing inflation and improving financial conditions.

Emerging economies continued to be significant contributors to global growth, driven by domestic consumption, infrastructure investment and industrial expansion. However, global trade remained susceptible to geopolitical developments, changing tariff structures and fluctuations in commodity markets.

Energy markets experienced varying trends during the year. Fossil fuels continued to play a pivotal role in meeting global energy demand despite accelerating investments in renewable energy. Industrial activity and infrastructure development in several emerging markets supported demand for coal, steel and recycled metals.

The global metal recycling industry continued its expansion of Coal Business supported by sustainability initiatives, environmental regulations and increased adoption of circular economy practices. Demand for recycled ferrous and non-ferrous metals remained robust, particularly from steel, automotive and construction industries.

INDIAN ECONOMIC OVERVIEW

India continued to maintain its position as one of the fastest-growing major economies globally during FY 2025-26. Strong domestic demand, increasing capital expenditure, manufacturing growth and infrastructure development remained key drivers of economic expansion.

Government initiatives focusing on manufacturing, logistics, infrastructure, renewable energy and ease of doing business supported investment activity across sectors. Private consumption also showed resilience, aided by improving rural income levels and stable urban demand.

Inflation remained within a manageable range due to effective monetary policy measures and government interventions in essential commodity markets. The banking sector remained adequately capitalized, supporting credit growth to businesses and consumers.

India's long-term growth outlook continues to remain positive due to favorable demographics, digital transformation, infrastructure modernization and increasing integration with global supply chains.

OUTLOOK

The outlook for the Indian economy remains encouraging. Continued investments in infrastructure, manufacturing, logistics and renewable energy are expected to support economic growth during FY 2026-27.

The Company's core business segments are expected to benefit from:

- Sustained industrial growth.
- Rising infrastructure expenditure.
- Growing steel demand.
- Increased focus on recycling and circular economy initiatives.
- Modernization of agriculture through mechanization and technology adoption.

The Company remains confident of leveraging its industry experience, business relationships and operational capabilities to achieve sustainable growth.

COAL SECTOR

Global Overview

Coal continues to remain one of the most important primary energy sources globally despite increasing adoption of renewable energy. Demand from developing economies, particularly in Asia, continues to support global coal consumption.

Many countries continue to rely on coal for energy security and base-load power generation. However, increasing environmental regulations and climate commitments are expected to gradually influence long-term demand patterns.

Coal prices during FY 2025-26 remained influenced by geopolitical developments, freight costs, weather conditions and supply-demand dynamics across major coal-producing and consuming countries.

Indian Perspective

India remains among the world's major coal producers and consumers. Growing electricity demand, industrial expansion and infrastructure development continue to drive coal requirements.

Government initiatives aimed at increasing domestic coal production, improving mining efficiency and reducing import dependence have strengthened the coal sector. Various policy reforms and technological advancements are expected to further enhance productivity and sustainability within the industry.

The long-term outlook for coal remains relatively stable considering India's growing power requirements and ongoing industrialization.

Company Status

The Company continues to focus on imported coal trading and remains committed to expanding its market presence through strategic sourcing, efficient logistics management and customer-oriented services.

Revenue from Coal Segment during FY 2025-26: Rs. 54,395.04 Lacs

Contribution to Total Revenue during FY 2025-26: 89.87%

Previous Year (FY 2024-25): Rs. 67,688.73 Lacs

Contribution to Total Revenue during FY 2024-25: 68.09%

The Company remains optimistic about growth opportunities in the coal business and intends to strengthen its market position by capitalizing on industry demand and operational efficiencies.

AGRICULTURE SECTOR

Global Overview

The agriculture sector continues to witness increasing adoption of mechanization and technology-driven farming practices aimed at improving productivity and operational efficiency.

Indian Perspective

Agriculture remains an important contributor to the Indian economy. Continued policy support, technological advancements and growing mechanization are expected to support long-term growth in the sector.

Company Status

The Company continues to explore opportunities in agricultural mechanization through the deployment of modern agricultural equipment.

Revenue from Agro Division during FY 2025-26: Rs. 0

Previous Year (FY 2024-25): Rs. 15.96 Lacs

The Company remains watchful of future opportunities in the agriculture sector and will evaluate growth prospects as and when viable opportunities arise.

METAL SCRAP SECTOR

Global Overview

The global metal recycling and scrap market continued to expand during FY 2025-26 driven by environmental sustainability goals and increasing demand for recycled raw materials.

Growing emphasis on reducing carbon emissions and promoting circular economy practices supported investments in recycling infrastructure and scrap processing facilities.

Recycled metals remain a crucial source of raw materials for steel, automotive, construction and manufacturing industries.

Indian Perspective

India's rapidly growing infrastructure, construction and manufacturing sectors continue to support steel demand. Increased focus on recycling and resource efficiency has strengthened prospects for the metal scrap industry.

Government initiatives supporting domestic manufacturing and specialty steel production are expected to further drive demand for ferrous and non-ferrous scrap materials.

Company Status

The Company continues to evaluate opportunities in metal scrap and sponge iron trading. However, coal trading remains its principal business activity, with diversification pursued selectively based on market opportunities.

Revenue from Metal Segment during FY 2025-26: Rs. 6,126.28 Lacs

Contribution to Total Revenue during FY 2025-26: 10.13%

Previous Year (FY 2024-25): Rs. 31,709.26 Lacs

Contribution to Total Revenue during FY 2024-25: 31.90%

While coal trading remains the Company's core business, the management continues to evaluate opportunities in the metal sector that may contribute to future growth and diversification.

CORPORATE SOCIAL RESPONSIBILITY

The Company believes that sustainable business growth must be accompanied by social responsibility. CPIL remains committed to contributing toward social welfare, community development, education, healthcare and environmental sustainability.

Through various initiatives, the Company continues to support the well-being of communities and create long-term positive social impact.

DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements of the Company have been prepared to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. The management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the state of affairs, profits and cash flows for the year.

FINANCIAL PERFORMANCE

Discussion on Financial Performance with respect to Operational Performance

The Company's total revenue from operations for FY 2025-26 stood at Rs. 60,521.32 Lacs, as against Rs. 99,413.95 Lacs in FY 2024-25, a decline of approximately 39.14%. This decline was primarily attributable to lower contribution from the coal and metal scrap trading segments on account of subdued commodity volumes and prices during the year. Notwithstanding the decline in revenue, the Company's profitability improved, with the Net Profit Ratio increasing from 0.24% in FY 2024-25 to 0.48% in FY 2025-26 and Return on Equity improving from 4.91% to 5.72%, largely on account of profit earned on sale of investments during the year, as explained in the Key Financial Ratios table below. The Company also continued to reduce its reliance on borrowed funds, as reflected in the improvement in the Debt-Equity Ratio and Current Ratio during the year, strengthening its overall financial position.

Key Financial Ratios

The following are analytical ratios for the year ended March 31, 2026 and March 31, 2025:

S. No.	Particulars	Numerator	Denominator	31.03.2026	31.03.2025	Variance	Reasons for Variance [where variance is more than 25%]
1	Current Ratio	Current Assets ¹	Current Liabilities ¹	1.48	1.01	46.77%	Variance due to repayment of bank loans.
2	Debt Equity Ratio	Total Debt ²	Shareholder's Equity ³	0.63	1.65	-61.69%	Variance due to repayment of bank loans.
3	Debt Service Coverage Ratio	Earnings available for debt service ⁴	Debt Service ⁵	0.15	0.38	-59.18%	Variance due to repayment of bank debts.
4	Return on Equity Ratio	Net Profits after taxes	Avg Shareholder's Equity ⁶	5.72	4.91	16.52%	ratio has improved on account of higher net profits due to sale of investments
5	Inventory Turnover Ratio	Cost of Goods Sold ⁷	Average Inventory	124.45 Times	37.45 Times	232.28%	ratio has increased due to high cost of goods sold.
6	Trade Receivable Turnover Ratio	Sales	Average Trade Receivable	9.91 Times	18.38 Times	-46.10%	The ratio has decreased indicating slower collection from customers
7	Trade Payable Turnover Ratio	Purchase	Average Trade Payables	63.55 Times	55.14 Times	15.26%	Since the variance is only 15.26% (i.e., less than 25%), disclosure of reasons is not mandatory as per Schedule III.
8	Net Capital Turnover Ratio	Total Sales	Working Capital ⁸	24.73	1233.51	-98.00%	Variance in ratio due to low sales
9	Net Profit Ratio	Net Profit	Total Sales	0.48%	0.24%	103.56%	ratio has improved due to profit earned on sale of investment.
10	Return on Capital employed	Earning before interest and taxes	Capital Employed ⁹	9.18%	7.92%	15.94%	Improvement in ratio is on account of profit earned from exceptional items.
11	Return on investment	Income generated from Investment	Time weighted average investment	21.95%	-	-	Since no income was earned from investments in the previous year, the ratio was not determinable and accordingly, variance is not applicable.

Notes:

1. Current Assets & Current Liabilities as per Balance Sheet
2. Total Debt : Long Term Borrowings including (Current Maturities of Long Term Borrowings), Short term borrowings and interest accrued on debts
3. Shareholder equity includes sum of equity share capital and Reserve & Surplus.
4. Earning available for debt service = Net Profit after taxes + Depreciation + Interest Cost
Net profit after tax means reported amount of "Profit / (Loss) for the period" and it does not include items of other comprehensive income.
5. Debt service = Interest cost + Principal repayments
6. Average shareholders equity is (opening + closing)/2
7. Cost of goods sold includes purchase of stock in trade and change in inventories of stock in trade
8. Working Capital = Current Assets - Current Liabilities
9. Capital Employed = Tangible Net worth + Total Debt
 where Tangible Net worth = Total Assets - Total Liabilities

HUMAN RESOURCES

Human resources continue to be one of the Company's most valuable assets. The Company focuses on creating a positive work environment that promotes employee engagement, skill development, equal opportunities and continuous learning.

The Company's human resource practices are designed to attract, retain and motivate talent while fostering a culture of integrity, collaboration and performance excellence.

As on March 31, 2026, the Company had 16 permanent employees on its rolls. Industrial relations remained cordial throughout the year, and no material developments on the industrial relations front were reported during FY 2025-26.

INTERNAL CONTROL FRAMEWORK

The Company maintains an adequate system of internal controls commensurate with the nature and size of its operations. The framework ensures:

- Protection of assets.
- Reliability of financial reporting.
- Operational efficiency.
- Compliance with laws and regulations.
- Effective risk management.

Internal audits are carried out periodically and findings are reviewed by the Audit Committee to ensure continuous improvement in control systems and processes.

RISK MANAGEMENT FRAMEWORK

The Company follows a comprehensive risk management framework designed to identify, assess and mitigate risks that may impact business performance.

Major risks monitored include:

- Commodity price risk.
- Credit risk.
- Market risk.
- Liquidity risk.
- Regulatory risk.
- Operational risk.
- Information technology and cyber security risk.
- Strategic risk.

The Board of Directors and various committees regularly review risk mitigation measures to ensure effective governance and business resilience.

SWOT ANALYSIS

Strengths

- More than 40 years of industry experience.
- Established customer and supplier relationships.
- Diversified business portfolio.
- Experienced management team.
- Strong market reputation.

Weaknesses

- Dependence on commodity market conditions.
- Thin margins in trading operations.
- Exposure to fluctuations in working capital requirements.

Opportunities

- Growth in infrastructure and manufacturing sectors.
- Expansion of metal scrap recycling industry.
- Rising agricultural mechanization.
- New domestic and international trading opportunities.

Threats

- Volatility in commodity prices.
- Changes in regulatory framework.
- Intense competition.
- Global geopolitical uncertainties.
- Supply chain disruptions.



FINANCIAL STATEMENTS



BALANCE
SHEET



STATEMENT OF
PROFIT & LOSS



CASH FLOW
STATEMENT



STATEMENT OF
CHANGES IN EQUITY



NOTES TO
FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CHANDRA PRABHU INTERNATIONAL LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Chandra Prabhu International Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
Expected Credit Loss on Advances The Company has granted advances and other recoverable balances, against which Expected Credit Loss (“ECL”) provision has been recognized based on management's assessment of recoverability. The determination of impairment involves significant judgment relating to the financial position of counterparties, ageing of balances, historical recovery trends and estimated future recoverability. Considering the materiality of the balances involved and the degree of management judgment applied in assessing the adequacy of the provision for expected credit losses, the same has been considered as a Key Audit Matter.	Our audit procedures included, inter alia, evaluating the design and implementation of controls relating to identification of impaired advances and computation of expected credit loss provision. We examined ageing of advances, reviewed supporting documents and subsequent recoveries, where available, and assessed the assumptions used by management in estimating recoverability of such balances. We also evaluated the adequacy of disclosures made in the financial statements in accordance with the applicable accounting standards.

Exceptional Items During the year, the Company sold a portion of its investment land and recognized gain on sale thereof. Considering the materiality and non-routine nature of the transaction, along with the judgment involved in determination of carrying value, recognition of gain and assessment of compliance with applicable accounting standards, the same has been considered as a Key Audit Matter.	Our audit procedures included, inter alia, examining the sale deed and other supporting documents relating to transfer of ownership, verifying receipt of sale consideration, testing the computation of gain recognized on sale of investment land, assessing the accounting treatment in accordance with applicable Indian Accounting Standards and evaluating the adequacy of related disclosures made in the financial statements.
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Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013(the Act) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid by the Company to its directors during the year.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

INDEPENDENT AUDITOR'S REPORT

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- ii. No dividend has been declared or paid by the Company during the financial year.
- iii. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of performing our procedures, we did not notice any instance of audit trail feature being tampered with in cases where the audit trail feature was enabled or audit trail not preserved by the Company as per the statutory requirements for record retention.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210
UDIN:25083210BMHEOP5986

Place: Gurugram
Dated: 25th May 2026

Annexure “A” to the Independent Auditors' Report

Report on Companies (Auditor's Report) order, 2020 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of Chandra Prabhu International Ltd. ('the Company')

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

i. Property, Plant and Equipment and Intangible Assets:

- The company has maintained proper records showing full particulars including quantitative details and situation of Property Plant and Equipment.
- The company has no intangible assets; hence this clause is not applicable.
- The company has a program of physical verification of Property Plant and Equipment to cover all the assets in a phased program of once in three years which in our opinion is reasonable with regard to size of the company and nature of its assets. Pursuant to the program, a portion of the property, plant and equipment's were physically verified by the management during the year. According to the information and explanation given to us, no significant material discrepancies between the book records and such physical verification have been noticed on such verification.
- Based on our examination of the registered sale deed / conveyance deed provided to us we report that, the title in respect of immovable property is disclosed in the financial statement included under Property, plant and equipment are held in the name of the company as at Balance Sheet date.
- The company has not revalued any of its property, plant and equipment / intangible assets during the year.
- No proceeding has been initiated during the year or are pending against the company as at 31st March, 2026 for holding any Benami property under the Benami Transactions (Prohibitions) Act, 1988 (as amended in 2016) and Rules made thereunder.

ii. Inventory:

- As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory was noticed on physical verification of stocks by the management as compared to book records.
- The Company has been sanctioned working capital limits in excess of 5 crores, in aggregate during the year from Bank on the basis of security of current assets. Monthly statements have been submitted to the Bank and the details of the differences between the books of account and statements submitted to the Bank at the end of each quarter are given in Note No. 41 to Financial statement.

iii. Loans, Guarantee and Advances given:

According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.

iv. Loans, Guarantee and Advances to Director of Company:

In our opinion and according to the information and explanations given to us, the company has complied with provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. Deposits:

In our opinion and according to the information and explanations given to us, the Company has not accepted deposits, hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, are not applicable to it. According to the information and explanations given to us, no order has been passed against the company by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.

vi. Maintenance of costing records:

The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013, for any of the services rendered by the company.

vii. Deposit of statutory liabilities:

- According to the information and explanations given to us and on the basis of examination of the records of the Company, in respect of statutory dues, the company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, sales-tax, income tax, service tax, custom duty, excise duty, value added tax, cess and any other material statutory dues with the appropriate authorities to the extent applicable to it. According to it there are no undisputed amounts payable in respect of Goods and Service Tax, income tax, sales tax, service tax, duty of excise, duty of custom and other material statutory dues was in arrears as on 31st March 2026 for a period of more than six months from the date they became payable.
- According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where Dispute is pending
GST Act	GST Demand due to disallowance of ITC	336.12 Lacs	FY 19-20, 20-21, 21-22 22-23, 23-24	Gujrat High Court Ahmedabad

viii. Surrendered or disclosed as income in the tax assessments:

According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. Default in repayment of borrowings:

- In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender.
- In our opinion and according to the information and explanations given to us, money raised by way of term loans was applied for the purposes for which these were obtained.
- In our opinion and according to the information and explanations given by the management, funds raised on short term basis prima facie have not been utilized for long-term purposes.

- In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures,
- In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. Funds raised and utilization:

- The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year, hence reporting under clause 3(x)(a) of the Order is not applicable.
- The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

xi. Fraud and whistle-blower complaints:

- According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year.
- No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.

xii. Nidhi Company:

The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.

xiii. Related Party Transactions:

According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.

xiv. Internal Audit:

The company does have an internal audit system commensurate with the size and nature of its business.

Reports of the Internal Auditors for the period under audit were considered by the statutory auditor.

xv. Non-Cash Transactions:

On the basis of the information and explanations given to us, in our opinion during the year the company has transferred a motor vehicle along with the associated bank loan liability of Rs 67.75 Lacs to a related party. The transaction did not involve any cash consideration and has therefore been treated as a non-cash transaction.

xvi. Registration under RBI Act:

- In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,
- In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.

INDEPENDENT AUDITOR'S REPORT

xvii. Cash Losses:

Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii. Resignation of Statutory Auditors:

There has been no resignation of the statutory auditors during the year.

xix. Material uncertainty on meeting liabilities:

On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharge by the company as and when they fall due.

iv. Transfer to fund specified under Schedule VII of Companies Act, 2013:

- In our opinion, the provisions of section 135 of the Companies Act, 2013 are not applicable to the Company for the year under audit, and hence no reporting requirements arise in respect of Corporate Social Responsibility. According, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- There are no on-going projects, hence this clause is not applicable.

xx. Consolidated financial statement:

The company does not have associate / subsidiary and is not required to prepare Consolidate financial statement hence this clause is not applicable.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210
UDIN:25083210BMHEOP5986

Place: Gurugram
Dated: 25th May 2026

Annexure “B” to the Independent Auditors' Report

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to Standalone Financial Statements of Chandra Prabhu International Limited ('the Company') as of March 31, 2026 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to Standalone Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and Standards on Auditing prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that,

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to Standalone Financial Statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For J P S & CO
Chartered Accountants
FRN 004086N

C A J C Verma
Partner
M. No. 083210
UDIN:25083210BMHEOP5986

Place: Gurugram
Dated: 25th May 2026

BALANCE SHEET

Balance Sheet as at 31st March, 2026

Amt in Lakhs (Rs)

Particulars	Note	As at 31st March, 2026	As at 31st March, 2025
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3	545.94	825.94
(b) Investment Property	4	456.40	1,722.91
(c) Financial Assets			
(i) Investment		-	-
(ii) Other Financial Asset	5	1,279.81	2,101.81
(d) Deferred tax assets (net)	6	134.85	53.60
(e) Other Non-Current Assets	7	359.37	203.48
Total Non-Current Assets		2,776.37	4,907.74
(2) Current Assets			
(a) Inventories	8	347.12	608.72
(b) Financial Assets			
(i) Trade Receivables	9	5,926.41	6,289.34
(ii) Cash and Cash Equivalents	10	141.93	253.83
(iii) Bank Balances other than (ii) above	11	2.79	2.79
(iv) Other Financial Assets	12	0.56	2.01
(c) Current Tax Assets (Net)	13	270.94	348.34
(d) Other current assets	14	853.87	2,058.17
Total Current Assets		7,543.62	9,563.20
Total Assets		10,319.99	14,470.94
EQUITY AND LIABILITIES			
Equity			
(i) Equity Share Capital	15	554.70	369.80
(ii) Other Equity	16	4,668.81	4,560.85
Total Equity		5,223.51	4,930.65
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
Borrowings	17	-	57.69
Total Non-Current Liabilities		-	57.69
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	3,296.50	8,064.42
(ii) Trade Payables	19		
Total outstanding dues of micro enterprises and small enterprises		53.11	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		889.33	921.22
(iii) Other Financial Liabilities	20	2.79	2.79
(b) Other Current Liabilities	21	853.36	492.96
(c) Provisions	22	1.39	1.21
(d) Current Tax Liabilities			-
Total Current Liabilities		5,096.48	9,482.60
Total Equity and Liabilities		10,319.99	14,470.94

The accompanying notes are an integral part of the financial statements

1&2

As per our Report of even date.

For and on behalf of the Board of Directors

For J P S & Co

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No : 083210

UDIN : 25083210BMHEOP5986

Place: Gurugram

Dated: 25th May, 2026

Gajraj Jain
Chairman Cum Managing Director
DIN -00049199

Jitendra Kumar Mishra
Ind. Director
DIN - 07983426

Deepak Raj Singh
Company Secretary

Amar Singh
Chief Financial Officer

PROFIT AND LOSS

Statement of Profit and Loss for the period ended on 31st March, 2026

Amt in Lakhs (Rs)

S No	Particulars	Note	For the Year ended 31st March, 2026	For the Year ended 31st March, 2025
I	Revenue from operations	23	60,521.32	99,426.36
II	Other Income	24	152.47	534.24
III	Total Income (I + II)		60,673.79	99,960.60
IV	Expenses:			
	Purchases of Stock-in-Trade	25	59,217.62	96,064.35
	Changes in inventories of Stock-in-Trade	26	261.60	2,314.79
	Employee Benefits Expenses	27	106.26	139.94
	Finance Costs	28	422.58	710.72
	Depreciation	3	65.67	109.82
	Other Expenses	29	538.50	297.98
	Total Expenses (IV)		60,612.23	99,637.60
V	Profit before exceptional items and tax	(III - IV)	61.56	323.00
VI	Exceptional Items	30	298.16	-
VII	Profit before tax (VII - VIII)		359.72	323.00
VIII	Tax expense:			
	Current tax		151.64	114.36
	Deferred tax		(82.17)	(27.47)
	Total Tax Expenses		69.47	86.89
IX	Profit/(Loss) for the period (XI + XIV)	(IX-X)	290.25	236.11
X	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	Re-measurement gains / (losses) on defined benefit plans		3.49	0.34
	Tax effect on above		(0.88)	(0.09)
	Other Comprehensive Income/(loss) for the year, net of tax		2.61	0.25
XI	Total Comprehensive Income for the year		292.86	236.36
XII	Earning per equity share :			
	Basic & Diluted	31	1.05	0.85
The accompanying notes are an integral part of the financial statements		1&2		

As per our Report of even date.

For J P S & Co

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No : 083210

UDIN : 25083210BMHEOP5986

Place: Gurugram

Dated: 25th May, 2026

For and on behalf of the Board of Directors

Gajraj Jain
Chairman Cum Managing Director
DIN -00049199

Jitendra Kumar Mishra
Ind. Director
DIN - 07983426

Deepak Raj Singh
Company Secretary

Amar Singh
Chief Financial Officer

Cash Flow Statement for the year ended 31st March, 2026

Amt in Lakhs (Rs)

Particulars	For the year Ended 31st March, 2026	For the year Ended 31st March, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	359.72	323.00
Adjustments for :		
Depreciation	65.67	109.82
Interest Expense	422.58	710.72
Interest Income	(92.75)	(170.63)
Bad Debts	195.91	-
Allowance for Expected Credit Losses	183.19	64.78
Loss / (Profit) on Sale of Property, plant and equipment	(58.98)	-
Loss / (Profit) on Sale of Investment Property	(239.18)	-
Property Plant & Equipment retired	0.58	0.43
Exchange difference on translation of foregin currency cash and cash equivalents		-
Re-measurement gains / (losses) on defined benefit plans	3.49	0.34
Tax effect on above	(0.88)	(0.09)
Operating profit before Working Capital change	839.35	1,038.37
Adjustments for :		
(Increase)/Decrease in Inventories	261.62	4,035.77
(Increase)/Decrease in Trade Receivable	(16.17)	(1,826.93)
(Increase)/Decrease in Other Current Assets	1,204.30	(1,281.82)
(Increase)/Decrease in Other Bank Balances	-	-
(Increase)/Decrease in Financial Assets	822.00	(2,087.81)
(Increase)/Decrease in Other Non Current Assets	(155.89)	(130.80)
Increase/(Decrease) in Trade Payable	21.22	(1,642.04)
Increase/(Decrease) in Other Current Liabilities	360.40	(10.64)
Increase/(Decrease) in Other Financial Liabilities	-	(614.55)
Increase/(Decrease) in Short Term Provision	0.18	(0.12)
Increase/(Decrease) in Current Tax Assets	77.40	86.87
Increase/(Decrease) in Other Financial Assets	1.45	679.75
Cash Generated from Operations	3,415.86	(1,753.95)
Direct Taxes paid	(150.76)	(114.27)
NET CASH FLOWS FROM OPERATING ACTIVITIES [A]	3,265.10	(1,868.22)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant & equipment	(9.59)	(56.80)
Investment Property - Reclassification		(1,722.91)
Proceeds from sale of property, plant & equipment	282.33	-
Proceeds from sale of Investment Property	1,505.70	-
Interest Received	92.75	170.63
Investments in bank deposits (having original maturity of more than three months)	-	1,966.93
NET CASH FLOWS FROM INVESTING ACTIVITIES [B]	1,871.19	357.85
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) from Long Term Borrowing	(57.69)	(23.54)
Proceeds/(Repayment) from Short Term Borrowings	(4,767.92)	2,431.33
Interest Paid	(422.58)	(710.72)
NET CASH FLOWS FROM FINANCING ACTIVITIES [C]	(5,248.19)	1,697.07
Exchange difference on translation of foregin currency cash and cash equivalents		-
Net increase/(decrease) in cash and cash equivalents [A+B+C]	(111.90)	186.70
Cash and cash equivalents at the beginning of the year	253.83	67.13
Cash and cash equivalents at the end of the year	141.93	253.83
Detail of cash and cash equivalents as on the end of the year :		
Cash and cash equivalents as on		
Current Account	67.88	0.50
Cash Credit Account	66.70	234.33
Cash-in-Hand	7.35	19.00
	141.93	253.83

"The above cashflow statement has been prepared under the Indirect Method as set out in IND AS-7 "Statement of Cash Flows."

"This is the Cash flow Statement referred to in our report of even date.

As per our Report of even date.

For and on behalf of the Board of Directors

For J P S & Co

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No : 083210

UDIN : 25083210BMHEOP5986

Place: Gurugram

Dated: 25th May, 2026

Gajraj Jain
Chairman Cum Managing Director
DIN -00049199

Deepak Raj Singh
Company Secretary

Jitendra Kumar Mishra
Ind. Director
DIN - 07983426

Amar Singh
Chief Financial Officer

Statement of Changes in Equity for the period ended 31.03.2026

A. Equity Share Capital (Note 15)

	No of Shares	Amount
As at 1 April 2024	1,84,90,000	3,69,80,000
Issue/Reduction, if any during the year	-	-
At 31 March 2025	1,84,90,000	3,69,80,000
Issue of Bonus Shares	92,45,000	1,84,90,000
At 31 March 2026	2,77,35,000	5,54,70,000

During the year ended 31st March, 2026, the Company has allotted 92,45,000 equity shares of Rs 2/- each as fully paid up Bonus Shares in the ratio of 1:2 pursuant to ordinary resolution passed by the members of the Company in the Annual General Meeting held on 10th Sept, 2025

B. Other Equity (Note 16)

	Reserves and Surplus		Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Total
	General Reserves	Retained Earnings			
As at 1 April 2024	39.89	4,284.14	-	0.46	4,324.49
Profit for the year	-	236.11	-	-	236.11
Adjustment to Profit & Loss	-	-	-	-	-
Net Comprehensive Income for the year - Gratuity	-	-	-	0.25	0.25
Transfer to retained earnings	-	-	-	-	-
Less: Dividend Paid	-	-	-	-	-
As at 31 March 2025	39.89	4,520.25	-	0.71	4,560.85
Profit for the year	-	290.25	-	-	290.25
Adjustment to Profit & Loss	-	-	-	-	-
Net Comprehensive Income for the year - Gratuity	-	-	-	2.61	2.61
Transfer to retained earnings	-	-	-	-	-
Less: Bonus shares issued	-	(184.90)	-	-	(184.90)
As at 31 March 2026	39.89	4,625.60	-	3.32	4,668.81

Amt in Lakhs (Rs)

Note:

General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of dividend.

Retained earnings : The balance held in this reserve is the accumulated retained profits and is permitted to be distributed to shareholders as part of dividend.

As per our Report of even date.

For J P S & Co

Chartered Accountants

FRN: 004086N

CA J C Verma

Partner

M No : 083210

UDIN : 25083210BMHEOP5986

Place: Gurugram

Dated: 25th May, 2026

For and on behalf of the Board of Directors

Chairman Cum Managing Director

Gajraj Jain

DIN -00049199

Jitendra Kumar Mishra

Ind. Director

DIN - 07983426

Deepak Raj Singh

Company Secretary

Amar Singh

Chief Financial Officer

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2026

Summary of material accounting policies and other explanatory information.

Note 1	OVERVIEW
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Corporate Information

Chandra Prabhu International Ltd. referred to as "CPIL" or "the Company" was incorporated on 29th November, 1984 registered with Registrar of Companies, Delhi & Haryana, New Delhi. The Company is a Public Limited Company whose shares are listed on BSE.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

Note 2	BASIS OF PREPARATION AND POLICIES
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1. Compliance with Ind AS

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time as notified under Section 133 of Companies Act, 2013, the relevant provisions of the Companies Act, 2013 ("the Act"), the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The Company also applies requirement of Division II to Schedule III of the Companies Act 2013, while presenting financial statements.

2. Basis of preparation and Material Accounting Policies

These financial statements have been prepared on a historical cost basis except for certain financial instruments and defined benefit plans which are measured at fair value or amortized cost at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of supply of goods/services rendered to customers and time elapsed between deployment of resources and the realization in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

The statement of cash flows has been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

These standalone financial statements have been prepared by the Company. Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet dates and exchange gains and losses arising on settlement and restatement are recognized in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

3. Use of estimates and judgments

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(a) Depreciation / Amortization and useful lives of property, plant and equipment / intangible assets

Property, Plant and Equipment / intangible assets are depreciated / amortized over their estimated useful lives after taking into account estimated residual value. The estimated useful lives and residual values of the assets are reviewed annually in order to determine the amount of depreciation / amortization to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes and other related matters. The depreciation / amortization for future periods is revised if there are significant changes from previous estimates.

(b) Recoverability of trade receivable / Advances

Judgments are required in assessing the recoverability of overdue trade receivables / Advances and determining whether a provision against those receivables is required. Factors considered include the period of overdoes, the amount and timing of anticipated future payments and the probability of default.

(c) Measurement of Defined Benefit Obligation

The present value of defined benefit obligation which includes gratuity is determined using actuarial valuations using projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in the assumptions. All assumptions are reviewed at each reporting date.

(d) Recognition and measurement of provisions, liabilities and contingencies

Provisions and Liabilities

Provision and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can be reasonably estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

Contingencies

Contingencies in the normal course may arise from litigation and other claims. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes to accounts but are not recognized.

(e) Income Tax

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provisions for income taxes including the amount expected to be paid or recovered for uncertain tax positions.

(f) Insurance Claims

Insurance and other claims raised by the Company are accounted for when received owing to uncertainties involved.

(g) Useful lives of property, plant and equipment and intangible assets

The Company reviews the useful lives and carrying amount of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in a change in depreciation and amortization expense in future periods.

(h) Recognition of Deferred Tax Assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

(i) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Assessing whether a contract contains a lease requires significant judgement. Significant judgement is also required in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

4. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification

(A) An asset treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

(B) A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after there reporting period

All other liabilities are classified as non-current.

5. Reclassification of financial assets and liabilities

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no classification is made for financial assets which are equity instruments and financial liabilities. For financials assets which are debt instruments; a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to the external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period. Following the changes in business model, the company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

6. Summary of Material Accounting Policies Information

(a) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from sale of goods / services

Revenue is recognized upon transfer of control of promised products or services to the customer at the amount of Transaction price i.e. an amount that reflects the consideration, to which an entity expects to be entitled in exchange for transferring goods or services to customers, excluding amounts collected on behalf of third parties. Revenue is recognized as and when each distinct performance obligation is satisfied. The Company evaluates its exposure to significant risks and reward associated with the revenue arrangements in order to determine its position of a principal or an agent in this regard.

Service revenue pertains to renting agricultural machinery. Arrangements with customers are on a fixed-price or fixed-timeframe. Revenue is recognized when related services are rendered.

Interest Income

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

(b) Inventories

Inventories are stated at lower of weighted average cost or net realizable value. Net realizable value represents the estimated selling price of inventories less all estimated costs of completion and costs necessary to make the sale. Cost includes all costs of purchases and incidental expenses incurred in bringing the inventory to their present condition and location.

Custom duty on material imported are provided for at the applicable rate.

(c) Depreciation and Amortization

Depreciation on property, plant and equipment, except freehold land, is provided as per cost model on written down value basis over the estimated useful lives of the asset as per Schedule II of the Companies Act, 2013.

Depreciation is charged on addition, deletion on pro-rata basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Standalone Statement of Profit and Loss when the asset is derecognized. Repairs & Maintenance costs are recognized in Statement of Profit & Loss when incurred.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The estimates made by the management for the useful life of the Property Plant and Equipment are as follows:

Type of Asset	Period (Estimated Useful Life)
Vehicles	8 years
Plant & Machinery	15 years
Office Equipment	5 years
Furniture & Fixtures	10 years
Building	60 years
Computers	3 years

The company has decided to retain the useful life/ Residual Value hitherto adopted for various categories of properties plant and equipment as prescribed in Schedule II of the Act

(d) Taxation

Current Income Tax

Current income tax assets and liabilities are measured at the amounts expected to be recovered from or paid to the taxation authorities; on the basis of the taxable profits computed for the current accounting period in accordance with Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Tax expenses recognized in the Statement of Profit or Loss comprises the sum of the current tax and deferred tax except the ones recognized in Other Comprehensive Income or directly in Equity.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized for the future tax consequences to the extent its probable that future taxable profits will be available against which the deductible temporary differences can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(e) Exceptional Item

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

(f) Property, Plant and Equipment (PPE)

Land is carried at historical cost. All other items of property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The initial cost of an asset comprises its purchase price and any costs directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of property, plant and equipment initially recognized separately are derecognized upon disposal or when no future economic benefits expected from its use or disposal or when the property, plant and equipment has been reclassified as ready for disposal. Any gain or loss arising on derecognition of the asset is included in the statement of profit and loss when the asset is derecognized.

Residual value and useful life of property, plant and equipment are reviewed at each financial year end and changes are accounted for as a change in accounting estimates on a prospective basis.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item depreciated separately. However, significant part(s) of an item of PPE having same useful life and depreciation method are grouped together in determining the depreciation charge.

Costs of the day-to-day servicing described as for the 'repairs and maintenance' are recognized in the statement of profit and loss in the period in which the same are incurred.

(g) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that a property, plant and equipment may have been impaired. If any such indication exists, the Company estimates the recoverable amount of the Property, plant and equipment. If such recoverable amount of the Property, plant and equipment or the recoverable amount of the cash generating unit to which the Property, plant and equipment belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the Asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(h) Investment in Properties

Land that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

(i) Borrowing Costs

Borrowing costs are expensed as and when incurred except where they are directly attributable to the acquisition, construction or production of qualifying assets i.e. the assets that necessarily takes substantial period of time to get ready for its intended use, in which case they are capitalised as part of the cost of those asset up to the date when the qualifying asset is ready for its intended use.

(j) Leases

A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset. Title may or may not eventually be transferred. An operating lease is a lease other than a finance lease.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

Finance charges are recognized in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

(k) Foreign Currency Transactions

Initial Recognition

Foreign Current Transactions are recorded in Indian Currency by applying the exchange rate between the Indian Currency and Foreign Currency at the date of the transaction.

Conversion

Current assets and current liabilities being monetary items designated in foreign currencies are recognized at the rate prevailing on the date of Balance Sheet.

Exchange Difference

Exchange differences arising on the settlement and conversion of foreign currency transactions are recognized as income or as on expense in the year in which they arise.

(l) Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. The expense relating to provision is presented in the statement of profit and loss. Provisions are reviewed at each balance sheet date.

Contingent Liabilities

A contingent liability is a Possible obligation, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the company, or a present obligation that is not recognized because it is probable that an outflow resource will be required to settle the obligation or it cannot be measured with sufficient reliability. Contingent liabilities are disclosed on the basis of judgment of management.

Contingent Assets

Contingent Assets are not recognized or disclosed in the financial statements. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

(m) Employee Benefits Expenses

Expenses and liabilities in respect of employee benefit expenses are recorded as per Ind AS 19, Employee Benefits.

Short Term Benefits

Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which related services are rendered by the employees.

Compensated Absences

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

Post Employment Benefits

Defined Benefit Plans

Company's liability towards Gratuity, is determined by independent actuary, at the year-end using the Projected Unit Credit Method. Actuarial gains or losses is recognised in the Other Comprehensive Income. Liability for Gratuity as per actuarial valuation is paid to a fund administered through LIC.

Defined Contribution Plans

Obligations for contribution to defined contribution plans are expensed in the statement of profit and loss of the year in which the related services are rendered by the employees.

The company makes payments to State Govt. Provident Fund Scheme and Employee State Insurance Scheme which are defined contribution plans. The contribution paid / payable under the scheme is recognized in the statement of profit and loss during the period in which the employee renders the related services. The company has no further obligations under these schemes beyond its periodic contributions.

(n) Cash and Cash Equivalent

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash in hand, cash at bank, highly liquid investments with original maturities of three months or less, which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(o) Segment Reporting

Identification of Segments

The company's decision maker viz Board of Directors examine the company's performance relating to trading of items such as coal and scrap iron & sponge iron as different segments.

Allocation of common cost

Common allocable costs are allocated on the basis of net fund employed in each segment.

Unallocated items

Company assets and liabilities, income and expenses which relate to the company as a whole and are not allocable to segments are included under this head.

(p) Earnings Per Share

Basic Earnings per equity shares are calculated by dividing the net profit or loss before OCI for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the year. For calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effect of all diluted potential equity shares.

(q) Financial Instruments: -

A financial instrument is any contract that gives rise to financial assets of one entity and a financial liability or equity instrument of another equity.

Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. When the financial asset is derecognized or impaired, the gain or loss is recognized in the statement of profit and loss.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss.

When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss. Equity instruments are subsequently measured at fair value. On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis. Fair value gains and losses recognized in OCI are not reclassified to profit and loss.

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss.

When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss. Equity instruments are subsequently measured at fair value. On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis. Fair value gains and losses recognized in OCI are not reclassified to profit and loss.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(v) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognizes a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition

(i) Financial Assets

Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the or in which the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

(ii) Financial liabilities

The company derecognizes financial liability when its contractual obligations are discharged or cancelled or expire.

Reclassification of Financial Assets and Financial Liabilities

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

7. Event after reporting date

Where the events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

8. Functional and Presentation Currency

The Financial Statements have been prepared in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in INR has been rounded off to nearest lacs as per requirements of Schedule III, unless otherwise stated.

9. New and amended standards adopted by the Company

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to:

Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments:

Disclosures, applicable w.e.f. April 1, 2025 – the amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any impact in its financial statements.

Note : 3
Property Plant & Equipment

PARTICULARS	Land Freehold	Building	Plant & Equipments	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Amt in Lakhs (Rs)	
								Total	
Gross Block									
As at 01.04.2024	4.73	682.45	50.99	7.44	248.39	15.51	21.64	1,031.15	
Additions	-	-	40.95	-	13.14	1.50	1.21	56.80	
Assets Held for Disposal	-	-	-	-	-	-	-	-	
Deductions	-	-	3.48	-	-	0.73	4.12	8.33	
As At 31.03.2025	4.73	682.45	88.46	7.44	261.53	16.28	18.73	1,079.62	
Additions	-	2.91	-	5.90	-	0.78	-	9.59	
Assets Held for Disposal	-	-	-	-	-	-	-	-	
Deductions	-	147.17	48.20	2.27	177.71	4.63	4.60	384.58	
As At 31.03.2026	4.73	538.19	40.26	11.07	83.82	12.43	14.13	704.63	
Depreciation									
Upto 1 April 2024									
For the year	-	17.10	3.41	2.95	100.29	8.17	19.84	151.76	
Assets Held for Disposal	-	32.40	22.56	1.16	49.95	2.27	1.48	109.82	
Deductions	-	-	-	-	-	-	-	-	
As At 31.03.2025	-	49.50	22.66	4.11	150.24	9.75	17.42	253.68	
For the year	-	26.09	12.35	1.39	23.22	1.91	0.71	65.67	
Assets Held for Disposal	-	-	-	-	-	-	-	-	
Deductions	-	22.21	16.82	2.15	110.70	4.40	4.38	160.66	
As At 31.03.2026	-	53.38	18.19	3.35	62.76	7.26	13.75	158.69	
Net Block									
As at 31 March 2026	4.73	484.81	22.07	7.72	21.06	5.17	0.38	545.94	
As at 31 March 2025	4.73	632.95	65.80	3.33	111.29	6.53	1.31	825.94	

Note:

- Gross Block is at Cost.
- For Depreciation refer Accounting Policy (Note 7c).
- Details of property, plant & equipment pledged against borrowing is stated at Note 39.
- During the year, one Vehicle has been sold / transferred to entity in which relative of the director is interested for Rs 67.75 lakhs.

Note : 4**Investment Property**

Amt in Lakhs (Rs)

PARTICULARS	Investment Property
Gross carrying amount	
As at 01.04.2024	-
Acquisitions during the year	-
Reclassification of Asset ³	1,720.98
Expenses capitalised during the year	1.93
Disposals	-
Assets classified as held for sale	-
Other Adjustments	-
As At 31.03.2025	1,722.91
Acquisitions during the year	-
Reclassification of Asset ³	-
Expenses capitalised during the year	-
Disposals	1,266.51
Assets classified as held for sale	-
Other Adjustments	-
As At 31.03.2026	456.40
Accumulated Depreciation	
Upto 1 April 2024	-
Charge for the year	-
Disposals	-
As At 31.03.2025	-
Charge for the year	-
Disposals	-
As At 31.03.2026	-
Net Carrying Amount	
As at 31 March 2026	456.40
As at 31 March 2025	1,722.91

Note:

- Investment Property includes Investment in Land at Cost.
- No Depreciation is charged on Land.
- During the year, the Company has disposed of land admeasuring 8,741.77 sq. mtr. situated at Muzaffarnagar, Uttar Pradesh, out of the total land holding of 10,836.18 sq. mtr. at the said location. Post disposal, the Company continues to hold land admeasuring 2,094.41 sq. mtr. at the same location.
- The resultant gain / (loss) on disposal has been recognised in the Statement of Profit and Loss under Exceptional Items as Gain on Sale of Investment Property, in accordance with the requirements of applicable Indian Accounting Standards.
- Investment property has been pledged for the borrowing taken by the Company. Refer Note 39.
- Fair Value

Particulars	Amount in Lakhs
Investment Property 2026	653.75
Investment Property 2025	1722.91

Estimation of fair Value

The best evidence of fair value is the current price in an active market for similar properties. The Company's investment properties are situated in locations where active markets exist for comparable properties. Accordingly, the fair value has been determined based on prevailing market rates for similar properties in those areas. During the year, the properties were valued by an independent valuer engaged by the NBFC (Tata Capital Ltd) for the purpose of availing credit facilities, and the said properties have been mortgaged with the lender.

NOTES

Note : 5

Other Financial Assets - Non Current

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Others		
Unsecured Considered Good		
Security Deposit	10.28	12.93
Other Non current bank balances having maturity for more than 12 months*	1,269.53	2,088.88
Total	1,279.81	2,101.81

*Deposits of Rs 0.54 Lakhs with banks are pledged with Govt. Departments

Note : 6

Deferred Tax

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening balance as of 1st April	53.61	26.22
Tax income /(expenses) during the year recognised in profit or loss	82.12	27.47
Tax income /(expenses) during the year recognised in OCI	(0.88)	(0.09)
Closing Balance as on 31st March	134.85	53.60

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Note : 7

Other Non Current Assets

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Capital Advances	185.43	114.18
Stamp Duty paid under Protest	124.50	-
Advances other than Capital Advances		
Balances with Govt. Authorities		
4% Additional Duty Receivable*	-	21.17
Balance with Govt. Authorities**	17.46	17.46
Net Gratuity Fund	6.77	2.40
Interest accrued on non-current deposit	25.21	48.27
Total	359.37	203.48

*Custom duty amounting to ₹ 21.17 lakhs has been written off during the year as non-recoverable, based on legal advice.

**VAT Recoverable for FY 13-14 of Rs 17.46 Lacs was withheld due to VAT Demand of Rs 17.75 Lacs by Sales Tax Dept Chandasi UP against which the Company was in Appeal. The appeal against the VAT order has been disposed of, granting partial relief. The refund amount, if any, is yet to be determined.

Note : 8

Inventories

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Finished Goods		
Scrap Iron at the end	-	-
Coal at the end	181.16	128.42
Sponge Iron at the end	165.96	480.30
Total	347.12	608.72

Inventories are stated at lower of weighted average cost or net realisable value.

The cost comprises of all costs of purchase that includes taxes and duties including variable cost.

For Charges created on inventories (finished goods) refer note no 39.

NOTES

Note : 9

Trade Receivable

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured		
Considered good	6,113.72	6,408.68
Less :Allowance for Expected credit loss	(187.31)	(119.34)
	5,926.41	6,289.34
Credit Impaired	-	90.94
Less :Allowance for Expected credit loss	-	(90.94)
	-	-
Total	5,926.41	6,289.34

1. Trade receivables are measured at amortised cost
2. No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other persons.
3. Refer Note 36 on Credit Risk of Trade Receivables which explains how the company manages credit quality of Trade Receivables

Note : 9.1

Movement of Allowance for expected credit Loss is as follows:-

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Balances as at begning of the year	210.28	145.50
Allowance for Expected credit loss Recognised	-	64.78
Allowance for Expected credit loss Reversed	(22.97)	-
Balance as at the end of the year - Trade Receivable [A]	187.31	210.28
Balances as at begning of the year	-	-
Allowance for Expected credit loss Recognised	206.17	-
Allowance for Expected credit loss Reversed	-	-
Balance as at the end of the year - Advances [B]	206.17	-
Balance as at the end of the year [A+B]	393.48	210.28

Expected Credit Loss represents impairment provision recognised on sundry debtors and advances in accordance with the applicable accounting standards.

Note : 9.1

Trade Receivables ageing schedule for the year ended on 31.03.2026

Amt in Lakhs (Rs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,716.25	40.41	4,019.36	152.32	185.38	6,113.72
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables credit impaired	-	-	-	-	-	-
Total [A]	1,716.25	40.41	4,019.36	152.32	185.38	6,113.72
Less: Allowance for Credit Loss (Considered Good)	6.01	0.36	70.34	17.90	92.70	187.31
Less: Allowance for Credit Loss (Considered Doubtful)	-	-	-	-	-	-
Allowance for Credit Loss Total [B]	6.01	0.36	70.34	17.90	92.70	187.31
Total Trade Receivables [A-B]	1,710.24	40.05	3,949.02	134.42	92.68	5,926.41

Trade Receivables ageing schedule for the year ended on 31.03.2025

Amt in Lakhs (Rs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4,228.90	1,636.28	327.73	62.23	153.54	6,408.68
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	88.19	88.19
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables credit impaired	-	-	-	-	2.75	2.75
Total [A]	4,228.90	1,636.28	327.73	62.23	244.48	6,499.62
Less: Allowance for Credit Loss (Considered Good)	14.80	14.73	5.74	7.31	76.77	119.34
Less: Allowance for Credit Loss (Considered Doubtful)	-	-	-	-	90.94	90.94
Allowance for Credit Loss Total [B]	14.80	14.73	5.74	7.31	167.71	210.28
Total Trade Receivables [A-B]	4,214.10	1,621.55	321.99	54.92	76.77	6,289.34

Note : 10

Cash & Cash Equivalent

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Balances with Banks		
Current Account	67.88	0.50
Cash Credit Account	66.70	234.33
Cash Balance <i>(As certified by Management)</i>	7.35	19.00
Total	141.93	253.83

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

Note : 11

Bank Balances other than Cash and Cash Equivalents

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unclaimed Dividend Account	2.79	2.79
Total	2.79	2.79

Note : 12

Other Financial Assets - Current

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Others		
Security Deposit ¹	0.56	2.01
Total	0.56	2.01

Note : 13

Current Tax Assets (Net)

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Income Tax		
TDS Receivable	32.11	45.25
TCS Receivable	390.47	417.45
	422.58	462.70
Less: Provision for Tax	151.64	114.36
Total	270.94	348.34

NOTES

Note : 14 Other Current Assets

Particulars	As at 31st March, 2026	As at 31st March, 2025
Advances other than Capital Advances		
Advance to Suppliers- Considered Good	780.97	1,909.15
Less: Allowance for Credit Loss	-	-
	780.97	1,909.15
Advance to Suppliers- Credit Impaired	206.17	-
Less: Allowance for Credit Loss	206.17	-
	-	-
Balances with Govt. Authorities	45.83	129.45
Advances to Employees	10.06	10.89
Other Advances	4.83	4.45
Prepaid Expenses	12.18	4.23
Total	853.87	2,058.17

Certain advances aggregating to ₹ 206.17 lakhs are subject matter of ongoing recovery / reconciliation. Based on management assessment of recoverability, an Expected Credit Loss provision of ₹ 206.17 lakhs has been recognised in the financial statements.

Note : 15 Equity Share Capital

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Authorized		
300,00,000(PY:250,00,000) Equity shares of Rs 2/- each	600.00	500.00
Issued, Subscribed and fully paid-up		
2,77,35,000 (PY: 1,84,90,000) Equity shares of Rs 2/- each	554.70	369.80

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31st March, 2026	As at 31st March, 2025
Shares outstanding at the beginning of the year	1,84,90,000	1,84,90,000
Issued as Bonus	92,45,000	-
Shares outstanding at the end of the year	2,77,35,000	1,84,90,000

The Company has allotted 92,45,000 equity shares of Rs 2/- each as fully paid up Bonus Shares in the ratio of 1:2 pursuant to ordinary resolution passed by the members of the Company in the Annual General Meeting held on 10th Sept, 2025. Consequently, the Total Paid up Share Capital of the Company as on 31st March 2026 is Rs 554.70 Lakhs, reflecting an increase from Rs 369.80 Lakhs to Rs 554.70 Lakhs.

b. Terms /Rights attached to the equity shares

The company has only one class of equity shares having a Par Value of ₹ 2/- each.

Each holder of equity shares is entitled to one vote per share.

The company declares and pays dividends in Indian Rupees.

c. Details of shareholders holding more than 5% equity shares in the company

Amt in Lakhs (Rs)

Shareholders	As at 31st March, 2026		As at 31st March, 2025	
	No of Shares	% of holding in the class	No of Shares	% of holding in the class
Equity Shares of Rs 2/- each fully paid				
Hemlata Jain	9105423	32.83%	6070282	32.83%
Piyush Jain	2403750	8.67%	1602500	8.67%
Vikas Jain	2199973	7.93%	1466649	7.93%

d. Shareholding of Promoters

Shares held by Promoters at March 31, 2026

Promoter's Name	No of Shares	% of Total Shares	% Change during the year
Hemlata Jain	9105423	32.83%	-
Piyush Jain	2403750	8.67%	-
Vikas Jain	2199973	7.93%	-
Sheetal Jain	750000	2.70%	-
Aditi Jain	612142	2.21%	-

Shareholding of Promoters

Shares held by Promoters at March 31, 2025

Promoter's Name	No of Shares	% of Total Shares	% Change during the year
Hemlata Jain	6070282	32.83%	-
Piyush Jain	1602500	8.67%	-
Vikas Jain	1466649	7.93%	-
Sheetal Jain	500000	2.70%	-
Aditi Jain	408095	2.21%	-

e. Dividend

The amount of per share dividend recognized as distribution to equity shareholders in accordance with Companies Act 2013 is as follows:

Particulars	As at 31st March, 2026	As at 31st March, 2025
Final dividend for fiscal 2025	-	
Final dividend for fiscal 2024	-	Rs 0.20

No Dividend is proposed for the fiscal 2026.

NOTES

Note : 16 Other Equity

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
General Reserves		
General Reserve - Op Bal	39.89	39.89
Retained Earnings		
Opening Balance	4,520.96	4,284.60
Add: Surplus in Statement of Profit & Loss	290.25	236.11
Add/(Less):Gratuity Exp related to OCI adjusted as per Ind AS	3.49	0.34
Add/(Less): Deferred Tax impact related to exp of OCI	(0.88)	(0.09)
Total	4,813.82	4,520.96
Less : Bonus share issued	(184.90)	-
	4,628.92	4,520.96
Other Equity		
General Reserves	39.89	39.89
Retained Earnings	4,628.92	4,520.96
Closing Balances	4,668.81	4,560.85

General reserve created by setting aside amount from the Retained Earnings of the Company for general purposes which is freely available for distribution. During the year ended 31st March, 2026, the company has allotted 9245,000 equity shares of Rs 2/- each as fully paid up Bonus shares in the ratio of 1:2 by utilising Free Reserves/Retained Earnings, pursuant to resolution passed by the members of the company in Annual General Meeting held on 10th September, 2025.

Note : 17 Financial Liabilities Non-Current Borrowings

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Long Term maturities of financial obligations		
From Bank (Secured against vehicle financed)	-	57.69
Total	-	57.69

The vehicle was transferred along with the corresponding bank liabilities, to a related party. The transaction resulted in a profit of Rs 7.86 lakhs to the Company and is considered to be at arm's length.

Note : 18 Current Borrowings

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Secured		
From Banks		
Overdraft Facility	735.95	-
Bill Discounting	1,104.11	6,107.14
From Body corporates	420.15	1,134.32
(Overdraft facility - Secured against Building and personal guarantee of directors)		
Current maturities of long term borrowings	-	23.54
Unsecured & Considered Good		
From Others		
Related Parties (intt free)	636.29	297.50
Body corporates	400.00	501.92
Total	3,296.50	8,064.42

Refer Note 39 for bank securites

NOTES

Note : 19 Trade Payables

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Micro Small and Medium Enterprises (MSME)	53.11	-
Other than MSME	889.33	921.22
Total	942.44	921.22

Trade and other payables are measured at Amortised Cost.

19.1 Due to micro and small enterprises

The information as required to be disclosed under the Micro, Small and Medium Enterprises have been determined, to the extent such parties has been identified on the basis of information available with the company as at Balance Sheet date on which Auditors have relied upon.

	Particulars	As at 31st March, 2026	As at 31st March, 2025
A	i) Principal amount remaining unpaid at the end of the accounting year	53.11	-
	ii) Interest due on above	-	-
B	The amount of Interest paid by the Company in terms of section 16 of MSMED Act, 2006 along with amount of payment made to the supplier beyond the appointed date during the accounting year.	-	-
C	The amount of interest accrued and remaining unpaid at the end of the financial year	0.16	-
D	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding interest specified under MSMED.	0.28	0.12
E	The amount of further interest remaining due and payable in succeeding years, until such interest is actually paid.	0.28	0.12

19.2

Trade Payable ageing Schedule for the year ended on 31.03.2026

Amt in Lakhs (Rs)

Particulars	Outstanding for following periods from due date of payment				
	Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	53.11	-	-	-	53.11
(ii) Others	889.33	-	-	-	889.33
(iii) Disputes dues (MSME)	-	-	-	-	-
(iv) Disputes dues (Others)	-	-	-	-	-

Trade Payable ageing Schedule for the year ended on 31.03.2025

Amt in Lakhs (Rs)

Particulars	Outstanding for following periods from due date of payment				
	Less Than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	921.22	-	-	-	921.22
(iii) Disputes dues (MSME)	-	-	-	-	-
(iv) Disputes dues (Others)	-	-	-	-	-

Note : 20

Other Financial Liabilities - Current

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Unclaimed Dividend (see note below)*	2.79	2.79
Total	2.79	2.79

NOTES

Note : 21

Other Current Liabilities

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Advance From Customers	654.07	342.21
Other Payables		
Statutory dues	143.59	74.11
Expenses Payable	54.70	71.64
Other Advances	1.00	5.00
Total	853.36	492.96

Note : 22

Current Provisions

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
<u>Provision for employee benefits</u>		
Leave Encashment	1.39	1.21
Total	1.39	1.21

Note : 23

Revenue from Operations

Amt in Lakhs (Rs)

	2025-26	2024-25
<u>Sale of Goods</u>		
Coal	54,394.15	67,688.73
Scrap Iron	6.94	2,040.69
Sponge Iron	6,119.34	29,668.57
	60,520.43	99,397.99
<u>Sale of Services</u>		
Hiring of Agro equipments	-	15.96
<u>Other Operating Revenue</u>	0.89	12.40
Total	60,521.32	99,426.35

Note : 24

Other Income

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
Interest Income from		
-Bank Deposits	92.07	154.32
-Others	0.68	16.31
Misc. Receipts	40.51	68.01
Refund from Govt Authorities	19.21	295.60
Total	152.47	534.24

Misc. Receipts is inclusive of Unclaimed Credit of Rs 40.31 Lacs (PY Rs 25.70 lacs)

Refund from Government Authorities represents interest income of Rs. 19.21 lakhs received on income tax refunds.

NOTES

Note : 25

Purchase of Stock in Trade

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
<u>Purchase of Traded Goods</u>		
Coal'	53,382.68	64,887.62
Scrap Iron'	6.48	1,664.91
Sponge Iron'	5,828.46	29,511.82
Total	59,217.62	96,064.35

Note : 26

Changes in Inventories of Stock in Trade

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
<u>Inventories at the end of the year</u>		
Coal at the end	181.16	128.42
Scrap Iron at the end	-	-
Sponge Iron at the end	165.96	480.30
	347.12	608.72
<u>Inventories at the beginning of the year</u>		
Work in progress at the beginning	-	1,720.98
Less: Reclassified to Investment Property*	-	(1,720.98)
Coal at the beginning	128.42	185.75
Coal - Stock in transit'	-	2,604.76
Scrap Iron at the beginning	-	133.00
Sponge Iron at the beginning	480.30	-
	608.72	2,923.51
Net Increase	261.60	2,314.79

Note : 27

Employee Benefits

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
Salaries	91.62	122.12
Contribution to Provident & Other Fund	3.71	4.70
Staff Welfare Expenses	5.05	7.14
Group Insurance	4.76	4.31
Expenses Related to Gratuity	1.12	1.67
Total	106.26	139.94

Salaries is inclusive of Leave Encashment of Rs 1.39 lakhs (PY: Rs 1.21 lakhs)

Employee Benefits Expenses

Expenses and liabilities in respect of employee benefit expenses are recorded as per Ind AS 19, Employee Benefits.

Short Term Benefits

Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which related services are rendered by the employees.

Compensated Absences

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

Post Employment Benefits

Defined Contribution Plans

Obligations for contribution to defined contribution plans are expensed in the statement of profit and loss of the year in which the related services are rendered by the employees.

The company makes payments to State Govt. Provident Fund Scheme and Employee State Insurance Scheme which are defined contribution plans. The contribution paid / payable under the scheme is recognized in the statement of profit and loss during the period in which the employee renders the related services. The company has no further obligations under these schemes beyond its periodic contributions.

Defined Benefit Plans:-

Gratuity (funded): - The cost is determined using the projected unit credit method with the actuarial valuation being carried at each balance sheet date by independent actuary. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of related obligation.

The net interest cost is calculated by applying the discount rate to the balance sheet of the defined benefit obligation. This cost is calculated in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains or losses arising from experience adjustment, demographic adjustments and changes in actuarial assumptions are recognised in the period, in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Profit or Loss as past service cost.

Other Employee Benefits

Accidental & medical Insurance Scheme, defined contribution plan is taken from Iffco-Tokio General Insurance Co Ltd..

Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employees's salary as drawn and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit Method) at the end of each year. Actuarial losses/gains are recognized in the Statment of Profit and Loss in the year in which they arise.

1. Amount recognised in Balance Sheet

Particulars	As at 31st March, 2026	As at 31st March, 2025
Present Value of the obligation at end	9,07,338	10,45,207
Fair value of plan assets	15,84,052	12,84,969
Unfunded Liability/provision in Balance Sheet	6,76,714	2,39,762

2. Expenses recognised in Statement of Profit & Loss

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Total Service Cost	1,28,861	1,86,509
Net Interest Cost	(16,615)	(19,697)
Expense recognized in the Income Statement	1,12,246	1,66,812

3. Expenses recognised in Other Comprehensive Income (OCI)

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Net cumulative unrecognized actuarial gain/(loss) opening		-
Actuarial gain / (loss) for the year on PBO	3,39,163	31,186.00
Actuarial gain / (loss) for the year on Asset	9,851	2,948.00
Unrecognized actuarial gain/(loss) at the end of the year	3,49,014	34,134.00

4. Movement in present value of Defined Benefits Obligation

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Present value of obligation as at the beginning of the period	10,45,207	8,29,883
Acquisition adjustment	--	--
Interest Cost	72,433	60,001
Service Cost	1,28,861	1,86,509
Past Service Cost including curtailment Gains/Losses	--	-
Benefits Paid	--	-
Total Actuarial (Gain)/Loss on Obligation	(3,39,163)	(1,31,186)
Present value of obligation as at the End of the Period	9,07,338	10,45,207

5. Significant estimates: Actuarial Assumptions

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
i) Retirement Age (Years)	58	58
ii) Mortality rates inclusive of provision for disability **	100% of IALM (2012-14)	100% of IALM (2012-14)
iii) Attrition at Ages	Withdrawal	Withdrawal
	Rate (%)	Rate (%)
Up to 30 Years	1	1
From 31 to 44 years	1	1
Above 44 years	1	1

6. Change in plan assets

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Fair value of plan assets at the beginning of the period	12,84,969	11,02,323
Actual return on plan assets	99,738	86,007
Fund Charges	(839)	(3,361)
Employer contribution	2,00,184	1,00,000
Benefits paid	--	-
Fair value of plan assets at the end of the period	15,84,052	12,84,969

7. Sensitivity Analysis of the defined benefit obligation.

Amt in Lakhs (Rs)

a) Impact of the change in discount rate	
Present Value of Obligation at the end of the period	9,07,338
Impact due to increase of 0.50%	(34,143)
Impact due to decrease of 0.50 %	37,198
b) Impact of the change in salary increase	
Present Value of Obligation at the end of the period	9,07,338
Impact due to increase of 0.50%	37,635
Impact due to decrease of 0.50 %	(34,823)

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

8. Risk Exposure

Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

Investment risk:

If investment return of assets can be lower than the discount rate assumed.

Salary Escalation Risk

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future, based on past experience. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Note : 28

Finance Cost

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
Interest Expenses on Short Term Borrowing		
Bank Interest/Other Charges	259.98	606.51
Other Borrowing Cost	162.60	104.21
Total	422.58	710.72

Other Borrowing Cost is inclusive of interest paid on unsecured loans.

Note : 29

Other Expenses

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
Payment to Auditors (<i>refer Note below</i>)	6.40	5.92
Computer Expenses	2.30	1.86
Conveyance/Travelling Expenses	6.67	18.39
Freight & Forwarding charges	1.36	8.45
Miscellaneous Expenses (<i>Refer note below</i>)	55.06	63.35
Taxes, Penalty & Interest	5.72	1.88
Listing Fees	4.75	3.25
Office Running & Maintenance Expenses/Renovation Expenses	3.31	10.20
Allowance for Expected Credit Losses	183.19	64.78
Bad Debts W/off	195.91	-
Legal & Professional fees	16.22	34.76
Rent	29.39	27.54
Directors Sitting Fee	1.60	1.60
Selling Expenses	7.28	18.80
Software Subscription Charges	3.00	-
Telephone / Internet Expenses	2.16	2.03
Vehicle Running & Maintenance Expenses	12.79	24.00
Machinery Running & Maintenance Expenses	1.39	1.17
Contribution for CSR related activities	-	10.00
Total	538.50	297.98

Note

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
Payment to Auditors comprises as under: -		
Audit Fee	3.75	3.50
Tax Audit Fee	1.50	1.50
Limited Review	0.60	0.60
Certification Fees and Other Services	0.55	0.32
Total	6.40	5.92

Miscellaneous Expenses:-

- Does not include any item of expenditure with a value of more than 1% of Revenue from operations.
- Includes expenses towards Advertisement, Printing & Stationery, Internal Audit Fees, Depository Charges, Electricity & water, Postage & courier and Others etc.

Note : 30**Exceptional Items**

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
Gain on sale of Property, Plant & Equipment	58.98	-
Gain on sale of Investment Property	239.18	-
Total	298.16	-

During the year, the Company recognised exceptional gains aggregating ₹ 298.16 lakhs, comprising ₹ 58.98 lakhs on disposal of property (Gurugram) and vehicles under Property, Plant and Equipment, and ₹ 239.18 lakhs on sale of a portion of investment property (land), being material and non-recurring in nature.

Note : 31**Earning per share**

Amt in Lakhs (Rs)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Particulars	2025-26	2024-25
Profit attributable to Equity Holders		
Continuing Operations	290.25	236.11
Discontinuing Operations	-	-
Profit attributable to Equity Holders for basic Earnings	290.25	236.11
Profit attributable to Equity Holders adjusted for the effect of dilution	290.25	236.11
Weighted average number of Equity Shares for basic EPS*	2,77,35,000	2,77,35,000
Nominal Value of Equity Shares (Rs)	2.00	2.00
Earnings per Equity Share (for contiuing operations)	2,77,35,000	2,77,35,000
1) Basic (in Rs)	1.05	0.85
2) Diluted (in Rs)	1.05	0.85

*The Company has issued 92,45,000 equity shares of Rs 2/- each as fully paid up Bonus Shares in the ratio of 1:2 shares held on Record date 26/09/2025. This has been considered for calculating weighted average number of equity shares for comparative periods presented as per Ind As 33. In line with the above, EPS (basic and diluted) have been adjusted.

Note : 32

Major components of Income Tax Expenses consists of the following

1 - Income Tax recognised in Statement of Profit & Loss

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Current Tax In respect of the current year	151.64	114.36
Deferred Tax In respect of the current year	(82.17)	(27.47)
Tax expenses recognised through statement of profit and loss	69.47	86.89

Recognised in Other Comprehensive Income (OCI)

Deferred Tax on remeasurements of defined benefit plans	0.88	0.09
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The Income tax expenses for the year can be reconciled to the accounting Profit as follows:

Amt in Lakhs (Rs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Profit before tax as per books	359.72	323.00
Income tax calculated	90.54	81.28
Add: Tax Effect on non deductible expense	(44.76)	(9.87)
Less : Tax Effect on allowable expense	105.86	42.95
Total	151.64	114.36
Income tax calculated as per Income Tax (A)	151.64	114.36

The Company has calculated tax liabilities u/s 115BAA of the Income Tax Act.

Note : 33**Contingent Liabilities and commitments (to the extent not provided for) :**

Amt in Lakhs (Rs)

Contingent Liabilities	2025-26	2024-25
Foreign LCs	Nil	Nil
Bank Guarantee (Indian)	Nil	Nil
Corporate Guarantee	Nil	Nil
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
Indirect Taxes		
<i>Sale Tax Demand F.Y. 2013-14</i>	-	17.75
<i>GST Demand</i>	336.12	-
A writ petition has been filed before the Gujarat High Court challenging the GST demand of ₹ 336.12 lakhs raised by the tax authorities on account of disallowance of input tax credit on coal handling charges. Based on legal advice, the Company believes it has a strong case on merits and accordingly, no provision has been made in the financial statements.		
Income Tax		
The company is in receipt of notice u/s 153C of the Income Tax Act 1961 for the period 2011-12 to 2017-18. Writ had been filed against the issue of notice in the Delhi High Court which is pending for adjudication. The liability is still undetermined and the management does not expect any significant adverse impact in the future.	Amount not ascertainable	Amount not ascertainable
Property Tax		
Property Tax deposited under Protest	124.50	
The Company received a recovery notice from the Assistant Commissioner (Stamp), Muzaffarnagar (Order No. 39/2024-25 dated March 27, 2025) for alleged deficiency in stamp duty, registration fees, penalty, and interest @ 1.5% per month, aggregating to ₹ 1,42,78,800 (excluding interest). The Company has filed an appeal before the Board of Revenue, Prayagraj (Appeal No. SA/1836/2025). An amount of ₹ 1,24,50,200 has been deposited under protest. Balance amount deposited in April, 2026.		
Commitments	2025-26	2024-25
Estimated amount of contracts remaining to be executed on capital account and not provided for Acquisition of Capital Asset at Ayodhya, U.P:	6.08	56.32

Note : 34**Expenditure and Earnings in Foreign Currencies**

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
Expenditure	-	-
Earnings	-	-

Value of Imports on CIF Basis

Amt in Lakhs (Rs)

Particulars	2025-26	2024-25
Trading Goods	-	-

Note : 35**Related Party Disclosures**

The Management has identified the following Companies and individuals as related parties of the Company for the year ended 31st March, 2026 for the purposes of reporting as per Ind AS 24 – “Related Party Disclosures”:-

(A) Name of related parties and description of relationship:1. **Subsidiaries** Nil2. **Fellow Subsidiaries** Nil3. **Associates** Nil4. **Key Managerial Personnel & their Relatives**

Mr. Gajraj Jain - CMD

Mrs. Hemlata Jain - Woman Director

Mr Akash Jain - CEO

(Resignation on 07/07/2025)

Mr. Atul Jain- COO

(Resignation on 07/07/2025)

Mr. Amar Singh - CFO

Mr Vatsal Jain - Relative of KMP

(Resignation on 14/08/2025)

Mr. Deepak Raj Singh - Company Secretary

(Appointment on 02/06/2025)

Ms. Komal - Company Secretary

(Resignation on 30/05/2025)

Mr Pradeep Goyal - Independent Director

(Appointment on 25/07/2024)

Mr. Jitendra Kumar Mishra - Independent Director

Mr. Tilak Raj Goyal - Independent Director

Mr Punit Jain - Independent Director

5. **Entities of Relative of KMP**

Alsar Rubber And Chemicals Pvt. Ltd.

South West Pinnacle & Exploration Ltd.

Zanskar Advisors Pvt Ltd

(B) Transactions with Related Parties during the Financial Year and Outstanding Balances as on 31.03.2026

Nature of Transactions	Key Mgt Personnel		Entities / Relative of KMP	
	2026	2025	2026	2025
Transactions during the year				
Director's sitting fees	1.60	1.60	-	-
Reimbursement of Expenses	1.85	9.84	-	-
Rent Paid	-	-	10.37	11.39
Interest paid	-	-	15.94	3.07
Salary to Executive Officers	18.75	27.54	-	-
Salary Paid	-	-	4.43	9.00
Interest Received	-	-	0.09	-
Loans Taken	1,136.55	663.00	1,100.00	1,120.00
Loans Repaid	797.95	401.00	1,100.00	1,120.00
Sale of Vehicle	-	-	67.75	-
Outstanding Balances:				
Borrowings	Cr 636.10	Cr 297.50	-	-
Expenses Payable	0.36	0.54	3.37	-

Note : 36**Impairment of Trade Receivables**

The Company recognises provision on Trade Receivables based on historical default rates to determine impairment loss on the portfolio of trade receivables. Under Ind AS, impairment of Trade Receivables shall be recognised based on Expected Credit Loss.

Trade Receivables (Considered Good)

The company's exposure to credit risk is influenced mainly by the individual characteristics of each customer, Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grant credit terms in the normal course of business.

The Company uses an allowance matrix to measure the expected credit losses of trade receivables. The following table provides information about the exposure to credit risk and loss allowance (including expected credit loss provision) for trade receivables:

Amt in Lakhs (Rs)

	As at 31st March, 2026			As at 31st March, 2025		
	Gross carrying amount	Weighed average loss rate	Loss allowances	Gross carrying amount	Weighed average loss rate	Loss allowances
0-180 Days	1716.25	0.35%	6.01	4,228.91	0.35%	14.80
180-360 Days	40.41	0.90%	0.36	1,636.28	0.90%	14.73
1-2 years	4019.36	1.75%	70.34	327.73	1.75%	5.74
2-3 years	152.32	11.75%	17.90	62.23	11.75%	7.31
More than 3 years	185.38	50.00%	92.69	153.54	50.00%	76.77
Considered Good	6,113.72		187.30	6,408.69		119.35

Note : 37**Financial risk management**

The Company's principal financial liabilities comprise of loans and borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and short-term deposits that derive directly from its operations.

The company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Audit Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by an internal audit team. Internal audit team undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company has exposure to the following risks arising from financial instruments:

Credit Risk**Liquidity Risk****Market Risk****Credit Risk**

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables.

The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter if there is difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation.

Maturities of financial liabilities**Non-Derivative Financial Liabilities**

March 31, 2026

Amt in Lakhs(Rs)

Particulars	Carrying Amount	Less than 1 year	Less than 1-2 year	More than 2 year	Total
Borrowing	3,296.50	3,296.50			3,296.50
Vehicle Loans	-	-	-	-	-
Trade Payables	942.44	942.44	-	-	942.44
Other Current financial Liabilities	2.79	2.79	-	-	2.79

March 31, 2025

Amt in Lakhs(Rs)

Particulars	Carrying Amount	Less than 1 year	Less than 1-2 year	More than 2 year	Total
Borrowings	8,040.88	8,040.88			8,040.88
Vehicle Loans	81.23	23.54	57.69	-	81.23
Trade Payables	921.22	921.22	-	-	921.22
Other Current financial Liabilities	2.79	2.79	-	-	2.79

Capital Risk Management

The Company manages its capital to ensure that it will be able to continue as a going concern. The structure is managed to maintain an investment grade credit rating, to provide ongoing returns to shareholders and to service debt obligations, whilst maintaining maximum operational flexibility.

Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by Equity. Net debt is calculated as total borrowings (including 'current and non-current term loans' as shown in the balance sheet) less cash and cash equivalents and bank balances.

Amt in Lakhs(Rs)

Particulars	Note	As at March 31st, 2026	As at March 31st, 2025
Borrowing including Term Loans	17 & 18	3,296.50	8,122.11
Less : Cash and Cash equivalents and Bank Balances	10 & 11	141.93	253.83
Net Debt		3,154.57	7,868.28
Total Equity	15 & 16	5,223.51	4,930.65
Gearing Ratio - %		60.39	159.58

Market Risk

Market risk is the risk that the changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Foreign Currency Risk

The primary market risk to the Company's is foreign exchange risk. The Company is exposed to foreign exchange risk through its purchases from overseas suppliers and payment of services availed in various foreign currencies. The Company pays off its foreign exchange exposure within a short period of time, thereby mitigating the risk of material changes in exchange rate of foreign currency exposure.

The following tables displays foreign currency risk from financial instruments as at March 31, 2026 and March 31, 2025:

Particulars	Foreign Currency	As at March 31st, 2026	As at March 31st, 2025
Advance to Supplier	U.S. Dollars	Nil	Nil
Trade Payables	U.S. Dollars	Nil	Nil
Trade Receivables	U.S. Dollars	Nil	Nil

**Note : 38
FINANCIAL INSTRUMENTS**
Financial Assets

Amt in Lakhs(Rs)

Particulars	Note	At Amortised Cost		At Amortised Cost	
		As at March 31,2026		As at March 31,2025	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
1. Financial assets	A				
a) Trade receivables		5,926.41	5,926.41	6,289.34	6,289.34
b) Cash & Cash Equivalents		141.93	141.93	253.83	253.83
c) Other bank balances		2.79	2.79	2.79	2.79
d) Other Financial Assets		1,280.37	1,280.37	2,103.82	2,103.82
Total		7,351.50	7,351.50	8,649.78	8,649.78

Financial Liabilities

Amt in Lakhs(Rs)

Particulars	Note	At Amortised Cost		At Amortised Cost	
		As at March 31,2026		As at March 31,2025	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
1. Financial liability					
a) Borrowings	B	3,296.50	3,296.50	8,122.11	8,122.11
b) Trade Payables		942.44	942.44	921.22	921.22
c) Other Financial Liabilities		2.79	2.79	2.79	2.79
Total		4,241.73	4,241.73	9,046.12	9,046.12

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale

The following methods and assumptions were used to estimate the fair values.

A. The fair value of cash and cash equivalents, bank balances other than Cash and cash equivalents, trade receivables, loans, current financial assets, trade payables and current financial liabilities approximate their carrying amount, largely due to the short-term nature of these instruments. The change in the Fair Value of Non-Current Financial Asset and Liability is insignificant and hence carrying value and fair value is taken same.

B. Long-term borrowings measured at amortized cost are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of borrowings approximates their carrying values. Risk of other factors for the company is considered to be insignificant in valuation.

Amt in Lakhs(Rs)

Particulars	Year	Amount	Security	ROI on Reporting Date
Axis Bank - Cash Credit - Overall Limit - 11.50 Crores	31.03.2026	66.70 lakhs Dr	Hypothecation of entire current assets both present and future including book debts and stock. Ranking first pari passu with Yes Bank and personal guarantees of Directors (Mrs Hemlata Jain & Mr Gajraj Jain) and FDR amounting to Rs 5.20 Crores.	Repo+3.50% p.a. agst Cash credit limit i.e. 8.75 % Repo+All the time of Availment- WC DL (sub limit of CC)
Interchangeable within sanctioned combined fund based and non-fund-based limits - Letter of Credit Loan Equivalent Risk (LER) - 1 crores Bill Discounting		1104.11 lakhs Cr	Interchangeable with sanction limits of fund and non fund combined.	0.80% pa agst BG 0.50% pa agst LC As per Bank Treasury 6.40% p.a
Axis Bank - Overdraft Limit OD Limit - 7.40 Crores	31.03.2026	7.36 Crores	Hypothecation Of FDR amounting to Rs 7.40 Crores.	7.15% p.a
Axis Bank - Cash Credit - Fund Based - 13 Crores	31.03.2025	90.74 lakhs Dr	Hypothecation of entire current assets both present and future including book debts and stock. Ranking first pari passu with Yes Bank and personal guarantees of Directors (Mrs Hemlata Jain & Mr Gajraj Jain) and FDR amounting to Rs 12.60 Crores.	Repo+3.50% p.a. agst Cash credit limit Repo+3.25% agst WC DL (sub limit of CC)
- Letter of Credit - 15 Crores Loan Equivalent Risk (LER) - 1 crores Bill Discounting		2696.00 lakhs Cr	Interchangeable with sanction limits of fund and non fund combined.	0.80% pa agst BG 0.60% pa agst LC As per Bank Treasury 7.35% p.a
Yes Bank - Cash Credit Bank Limits surrendered	31.03.2026	10.02 lakhs Dr	The Company has fully repaid and discontinued utilisation of cash credit facilities. No amount is outstanding as at 31 March 2026 and related securities have been released. Formal closure of certain facilities by the banks is awaited.	-
Yes Bank - Cash Credit Sanctioned - Fund Based - 5 Crores	31.03.2025	0.95 lakhs Dr	First Pari Passu charge by way of hypothecation on current assets of the borrower (both present and future) and personal guarantees of Directors and FDR of Rs 7.50 crores including accrued interest on FD.	10%
- Non Fund Based - 12 Crores Cash credit and LC facility are interchangeable within capping of Rs 17 crores Bill Discounting		1177.67 Lakhs	Interchangeable with sanction limits of fund and non fund combined.	7.35% p.a
ICICI Bank - Cash Credit Limit Bank Limits surrendered	31.03.2026	57.86 Lakhs Dr	The Company has fully repaid and discontinued utilisation of cash credit facilities. No amount is outstanding as at 31 March 2026 and related securities have been released. Formal closure of certain facilities by the banks is awaited.	
ICICI Bank - Cash Credit Limit Fund Based - 15 crores	31.03.2025	142.63 Lakhs Dr	Hypothecation of FDRs of Rs 5 crores and residential property situated at 2102 MS Plot No 1372, Summit, Ranchi - 834001, Jharkhand and personal guarantees of Directors. The aforesaid FDRs have been provided by a Director (Mrs Hemlata Jain) on behalf of the Company.	9.75% p.a
- Non Fund Based - 8 Crores Bill Discounting		2233.47 Lakhs	Interchangeable with sanction limits of fund and non fund combined.	0.75% p.a agst BG 7.35% p.a
Tata Capital - Corporate Loan Dropline Facility Limit sanctioned : 5 crores dt. 16th Sept. 2025 Tenure : 36 months	31.03.2026	4.20 crore Cr	Collateral Security of Residential property at Ranchi Jharkhand bearing flat no 2102 on 21st floor block no 1 at Mauza HB Road near Aryan Hotel Lalpur and personal guarantee of directors (Mr Gajraj Jain & Mrs Hemlata Jain)	ROI= 11% p.a
Tata Capital - Corporate Loan Overdraft Facility Limit sanctioned : 15 crores Tenure : 36 months Corporate Loan Overdraft Facility Rs 3.34 crores, Sanction on 29.03.2025 Tenure : 12 months	31.03.2025	11.34 crore Cr	Collateral Security of first and exclusive charge by way of mortgage over the property measuring 10436.16 sq mt and 400 sq mt situated at 391,392 & 393/1, situated at Gram Sher Nagar, Pargana, Tehsil & distr at Muzaffarnagar, Uttar Pradesh together with all structures and appurtenances thereon AND personal guarantee of directors (Mr Gajraj Jain & Mrs Hemlata Jain).	LTPR+2.45% p.a i.e Effective ROI= 11% p.a 11.10% p.a
Axis Bank - Auto Loan Loan sanctioned : Rs 1.20 crores Time limit : 5 years	31.03.2026	Nil	Auto Loan Settled.	
Loan sanctioned : Rs 1.20 crores Time limit : 5 years	31.03.2025	81.23 lacs	Hypothecation of car ; equated in monthly instalments of 60 months; EMI Rs 2.47 lakhs each.	8.65% p.a
Loans & advances from related parties	31.03.2026	636.10	Unsecured Loan	Int. Free
	31.03.2025	297.50	Unsecured Loan	Int. Free
Loans & advances from other parties	31.03.2026	400.00	Unsecured Loan	200 Crores Int. Free and 200 Crores @ 12-13%
	31.03.2025	501.92	Unsecured Loan	120% - 130%

NOTES

Note : 40

Corporate Social Responsibility

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company during the year, as the Company does not meet the prescribed thresholds specified under the said section. Accordingly, no amount is required to be spent on CSR activities for the year.

S. No	Particulars	Amount
(i)	Amount required to be spent by the company during the year	Nil
(ii)	Amount of expenditure incurred	Nil
(iii)	Shortfall at the end of the year	Nil
(iv)	Total of previous years shortfall	Nil
(v)	Reasons for shortfall	NA
(vi)	Nature of CSR Activities	NA
(vii)	Details of related party transactions e.g. contribution to the Trust controlled by the company in relation to the CSR expenditure as per relevant Accounting Standard	NA
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA

Note : 41

Ratios

The following are analytical ratios for the year ended March 31, 2026 and March 31, 2025

S No	Particulars	Numerator	Denominator	31.03.2026	31.03.2025	Variance	Reasons for Variance [where variance is more than 25%]
1	Current Ratio	Current Assets ¹	Current Liabilities ¹	1.48	1.01	46.77%	Variance due to repayment of bank loans.
2	Debt Equity Ratio	Total Debt ²	Shareholder's Equity ³	0.63	1.65	-61.69%	Variance due to repayment of bank loans.
3	Debt Service Coverage Ratio	Earnings available for debt service ⁴	Debt Service ⁵	0.15	0.38	-59.18%	Variance due to repayment of bank debts.
4	Return on Equity Ratio	Net Profits after taxes	Avg Shareholder's Equity ⁶	5.72	4.91	16.52%	ratio has improved on account of higher net profits due to sale of investments
5	Inventory Turnover Ratio	Cost of Goods Sold ⁷	Average Inventory	124.45	37.45	232.28%	ratio has increased due to high cost of goods sold.
6	Trade Receivable Turnover Ratio	Sales	Average Trade Receivable	Times 9.91	Times 18.38	-46.10%	The ratio has decreased indicating slower collection from customers
7	Trade Payable Turnover Ratio	Purchase	Average Trade Payables	Times 63.55	Times 55.14	15.26%	Since the variance is only 15.26% (i.e., less than 25%), disclosure of reasons is not mandatory as per Schedule III.
8	Net Capital Turnover Ratio	Total Sales	Working Capital ⁸	Times 24.73	Times 1233.51	-98.00%	Variance in ratio due to low sales
9	Net Profit Ratio	Net Profit	Total Sales	0.48%	0.24%	103.56%	ratio has improved due to profit earned on sale of investment.
10	Return on Capital employed	Earning before interest and taxes	Capital Employed ⁹	9.18%	7.92%	15.94%	Improvement in ratio due to profit in exceptional items.
11	Return on investment	Income generated from Investment	Time weighted average investment	21.95%	-	-	Since no income was earned from investments in the previous year, the ratio was not determinable and accordingly, variance is not applicable.

Notes :

- Current Assets & Current Liabilities as per Balance Sheet
- Total Debt : Long Term Borrowings including (Current Maturities of Long Term Borrowings), Short term borrowings and interest accrued on debts
- Shareholder equity includes sum of equity share capital and Reserve & Surplus.
- Earning available for debt service = Net Profit after taxes + Depreciation + Interest Cost
Net profit after tax means reported amount of "Profit / (Loss) for the period" and it does not include items of other comprehensive income.
- Debt service = Interest cost + Principal repayments
- Average shareholders equity is (opening + closing)/2
- Cost of goods sold includes purchase of stock in trade and change in inventories of stock in trade
- Working Capital = Current Assets - Current Liabilities
- Capital Employed = Tangible Net worth + Total Debt
where Tangible Net worth = Total Assets - Total Liabilities

Note : 41**Other Statutory information:****A - Disclosure pursuant to Regulation 34(3) and para A of Schedule V of SEBI (LODR), Regulations, 2015****Loan and advances in the nature of loans given**

Amt in Lakhs(Rs)

Nature of the entities	Relationship	Maximum amt outstanding during the year	Investment by the loanee in the shares of the Company
South West Pinnacle & Exploration Ltd.	Entity of Relative of KMP	Nil	Nil
Alsan Rubber & Chemical Private Ltd	Entity of Relative of KMP	Nil	Nil
Zanskar Advisors Pvt Ltd	Entity of Relative of KMP	Nil	Nil

B- Additional Regulatory Information:

S No	Disclosure requirement as per amended Schedule III to the Companies Act, 2013	Remarks
1	Title deeds of immovable properties not held in the name of the company	All title deeds are in the name of the company
2	Fair value of investment property	The fair value has been determined based on a valuation carried out by an independent valuer appointed by the NBFC for the purpose of sanctioning credit facilities.
3	Revaluation of Property, Plant and equipment	Not Applicable
4	Revaluation of Intangible Assets	Not Applicable
5	Loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties	Nil
6	Details of Benami Property held	Nil
7	Wilful Defaulter	No
8	Relationship with struck off companies	No transaction
9	Registration of charges or satisfaction with Registrar of Companies (ROC) which is yet to be registered with ROC beyond the statutory period	No such transaction
10	Compliance with number of layers of companies	No subsidiaries
11	Compliance with approved scheme(s) of arrangement	Not Applicable
12	Utilisation of borrowed funds and share premium	Nil - See Note below
13	Undisclosed income	Nil
14	Details of Crypto Currency or Virtual Currency	Nil transaction

Note

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (I) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(II) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(I) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(II) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

C - Summary of Reconciliation of Stock Statement

Amt in Lakhs(Rs)

Quarter Ended	Amount as per Books of Accounts	Amount as in the quarterly return /	Amount of Difference	Reason for Material discrepancies
2025-26				
Jun-25	497.45	497.45	Nil	-
Sep-25	98.75	98.75	Nil	-
Dec-25	89.48	89.48	Nil	-
Mar-26	347.51	347.51	Nil	-
2024-25				
Jun-24	96.16	96.16	Nil	-
Sep-24	2065.95	1964.55	-101.40	Purchase invoices in books entered late
Dec-24	970.33	1030.28	59.95	Some bills entered with GST component while submitting details to bank.
Mar-25	608.71	608.71	Nil	-

Note : 42**Segment Reporting**

The Company is engaged in 3 Business Segments: Coal trading, Metal Trading, Agricultural Equipment Services. Segments have been identified and reported taking into account the nature of products, the differing risks and returns, the organisation structure and internal business reporting system.

S.No	Particulars	As at 31st March, 2026	As at 31st March, 2025
1	Segment Revenue (Gross)		
	Coal	54,395.04	67,701.14
	Metals	6,126.28	31,709.26
	Agri Equipment Services	-	15.96
	Total Net Sale/Income from operations	60,521.32	99,426.36
2	Segment Results		
	Profit / (loss) before tax and interest from each segment		
	Coal	98.25	54.87
	Metals	251.72	863.45
	Agri Equipment Services	(18.32)	(11.04)
	Net Profit / (loss) for the year (before finance costs, tax and exceptional items) from each segment	331.65	907.29
	Less: Finance Cost	422.58	710.72
	Add /(less): Exceptional Item (net)	-	-
	Add/(Less): Other Un-allocable income net off un-allocable expenditure	450.65	126.44
	Total Profit/(Loss) Before Tax	359.72	323.00
3	SEGMENT ASSETS		
	Coal Division	4,745.04	3,490.50
	Metal Division	4,586.73	5,543.87
	Agri Equipment Services	42.40	89.29
	Real Estates	-	-
	Unallocated Assets	945.82	5,347.28
	TOTAL ASSETS	10,319.99	14,470.94
4	SEGMENT LIABILITIES		
	Coal Division	3,981.53	2,251.55
	Metal Division	1,111.34	5,262.76
	Agri Equipment Services	3.61	1.94
	Real Estates	-	-
	Unallocated Liabilities	-	2,024.04
	TOTAL LIABILITIES	5,096.48	9,540.29

b) Note:

Segment assets and segment liabilities represent assets and liabilities of respective segment. Investments, tax related assets/liabilities and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been treated separately.

Note : 43

Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable with those of the current year.

As per our Report of even date

For J P S & CO

Chartered Accountants

FRN: 004086N

For and on behalf of the Board of Directors

CA J C Verma

Partner

M. No. 083210

Gajraj Jain

Chairman Cum Managing Director

DIN -00049199

Jitendra Kumar Mishra

Ind. Director

DIN - 07983426

Place: Gurugram

Dated: 25th May, 2026

Deepak Raj Singh

Company Secretary

Amar Singh

Chief Financial Officer



CHANDRA PRABHU INTERNATIONAL LIMITED



Registered Office:

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Gurgaon, Haryana, India, 122009



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