

Chamak Holdings Limited

REGD. OFF. : 55-B, RAMA ROAD, INDL AREA, NEW DELHI-110015
E-mail : chamakhholdings@gmail.com, Website : www.chamakhholdings.com

Date: October 13, 2016

The General Manager,
Dept. of Corporate
Services
BSE Ltd.
P.J.Towers, Dalal
Street,
Mumbai- 400001

**Head- Listing &
Compliance**
Metropolitan Stock
Exchange of India Limited
(MCX-SX)
4th Floor, Vibgyor Towers,
Bandra Kurla Complex,
Bandra East, Mumbai-400098

**The Listing
Department**
Delhi Stock
Exchange Limited
3/1, Asaf Ali Road,
New Delhi-110002

Subject: Submission of Annual Report Under Regulation 34 of the SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit 32nd Annual Report of the Company. Annual General Meeting of the company was held on 29th September, 2016 at the Registered Office of the Company for which Proceedings were duly filed.

Enclosed herewith is the 32nd Annual Report of the company for your ready reference and record.

You are requested to take above information on record.

Thanking you,

Yours faithfully



For Chamak Holdings Limited
Arvind Kumar Tiwari
Company Secretary & Compliance Officer

Encl: as above

CHAMAK HOLDINGS LIMITED
CIN: L51494DL1984PLC019684
ANNUAL REPORT 2015-16

Corporate Information

Board of Directors

Executive Directors

Mr. Anubhav Kathuria

Managing Director

Non Executive Directors

1. Mr. Subhash Chander Kathuria
2. Mr. Vagish Pathak
3. Mr. Gurbachan Singh Matta
4. Mr. Ajay Kumar Mohanty
5. Ms. Arundhati Kar

Non Executive Director
Non Executive Director
Independent Director
Independent Director
Woman Cum Independent Director

Senior Management

1. Mr. Kapil Vig
2. Mr. Arvind Kumar Tiwari
Officer

Chief Financial Officer
Company Secretary & Compliance

Committee of Board	Statutory Auditor	Registrar & Transfer Agent
Audit Committee Stakeholder Grievances and Share Transfer Committee Nomination and Remuneration Committee	M/s B. Bhushan & Co. BA-5 stutee Building Bank Street , Karol Bagh New Delhi -110005	Skyline Financial Services Pvt. Ltd. D-153 A, 1st Floor Okhla Industrial Area , Phase-1 New Delhi 110020
Listing Information	Banker	Stock Code
The Equity Share of the Company are listed on the : Delhi Stock Exchanges Limited Metropolitan Stock Exchange of India Limited (Formerly MCX-SX) Bombay Stock Exchange Limited	Indian Overseas Bank 70, Golf Links, New Delhi – 110003	Metropolitan Stock Exchange of India Limited (Formerly MCX-SX): Chamak Bombay Stock Exchange Limited: 539600 ISIN Code: INE049R01013 Website: www.chamakhholdings.com
Registered Office		
55 B Rama Road , Industrial Area New Delhi -110015 Tel. 011-45691047, 322997555 Fax. 011-41428521		

I N D E X

1. Director's Report along with annexures thereto.
2. Corporate Governance Report.
3. Management Discussion & Analysis Report
4. Internal Auditor's Report.
5. Secretarial Auditor's Report.
6. Form MGT-9 (Extract of Annual Report).
7. Statutory Auditor's Report along with Balance Sheet, Profit and Loss Accounts, Cash Flow Statement and Notes of Accounts.
8. Notice of 32ND Annual General Meeting along with notes & annexures thereto.

DIRECTORS' REPORT

Dear Members,
Chamak Holdings Limited

Your Board of Directors are pleased to present 32nd Annual Report of the company and Brief on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016 along with the annexures thereto.

Our Management Team:

Our Management team consist of highly experienced and dedicated Management Team which consists sufficient number of Executive, Non Executive, Independent Director, Woman Director etc. and other KMPs, who have wide and varied experience in different disciplines of corporate functioning.

Our Management Team consist the following Members:

Management Team	
Name of the Person	Designation
Mr. Anubhav Kathuria	Managing Directors
Mr. Subhash Chander Kathuria	Non Executive Director
Mr. Vagish Pathak	Non Executive Director
Mr. Ajay Kumar Mohanty	Independent Director
Mr. Gurbachan Singh Matta	Independent Director
Ms. Arundhati Kar	Woman Cum Independent Director
Mr. Kapil Vig	Chief Financial Officer
Mr. Arvind Kumar Tiwari	Company Secretary & Compliance Officer

Note: Earlier Mr. Arun Kumar Sharma was the Company Secretary cum compliance officer but he has resigned from the company w.e.f May 14, 2016, hence the company has appointed Mr. Arvind Kumar Tiwari as Company Secretary cum compliance officer of the company w.e.f May 30, 2016

Audit Committee	
Name of the Person	Designation
Mr. Ajay Kumar Mohanty	Chairman
Ms. Arundhati Kar	Member
Mr. Vagish Pathak	Member

Nomination & Remuneration Committee	
Name of the Person	Designation
Ms. Arundhati Kar	Chairperson
Mr. Ajay Kumar Mohanty	Member
Mr. Vagish Pathak	Member

Stakeholder Grievance & Share Transfer Committee	
Name of the Person	Designation
Mr. Anubhav Kathuria	Chairman
Mr. Subhash Chander Kathuria	Member
Mr. Vagish Pathak	Member

Particular about the affairs of the company during the year

1. FINANCIAL RESULTS

The Board's Report shall be prepared based on the stand alone financial statements of the company.

The Company's financial performance is given hereunder.

(Rs. in Lacs)		
Particulars	Financial Year ended 31.03.2016	Financial Year ended 31.03.2015
Sales & other income	100.03	37.99
Profit before tax	(20.82)	9.00
Less Provision of Tax	1.61	6.46
Profit after tax	(22.43)	2.54
Appropriations:		
Equity Dividend	0	0
(i) Interim	0	0
(ii) Final	0	0
Corporate Tax on Dividend		
(i) Interim	0	0
(ii) Final	0	0

Description of Financial performance of the company with Comparison of last year performance.

2. REVIEW OF OPERATIONS

The Turnover from the Operations of the Company during the Financial Year ended 31st March, 2016 amounted to Rs. 10,003,668 as compared to 3,799,554 during the previous year ended 31st March, 2015. The Turnover of the Company has Increased by 38% from the previous year.

3. DIVIDEND

The Company has future plans for expansion & Growth and the company will require huge amount of fund, hence the company retain the earning of the company and planning to deploy those internally generated funds for company's expansion & Growth.

4. RESERVES

Board did not create any special reserve during the year but transfer the amount of Profit & Loss Account to the Reserve & Surplus.

5. CAPITAL STRUCTURE

During the Financial Year 2015-16, there has been no change in the capital structure of the Company.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS IN TERMS OF SECTION 186 OF THE COMPANIES ACT, 2013 AND ITS RULES

The particulars of loans given, investment made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statements.

7. LISTING INFORMATION

The Company's Share are Listed with DSE Limited and Metropolitan Stock Exchange of India Limited.

In view of Growth Prospectus our Company has approached Bombay stock Exchange Limited having nation-wide trading terminals and therefore provide full liquidity to the investors

It gives immense pleasure that Company is now listed with Bombay stock Exchange Limited (a national wide Stock Exchange).

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal controls and systems serve multiple needs in organisation. Well designed Internal control systems lay down the framework for day-to-day operations, and also provide guidelines for employees and, most importantly, provide a certain level of security against a variety of risks such as fraud and misappropriation.

Your Company's control system and procedures are regularly reviewed for relevance and effectiveness and changed as per the need of business environment.

The primary responsibility for the development and maintenance of internal control rests with an organization's management. Internal control evaluation involves everything management does to control the organization in the effort to achieve its objectives. The Company has an Audit Committee consisting of Independent Directors, the details of which have been provided in the Annual Report. Independent Chartered Accountant firms have been appointed as Internal Auditors and effectiveness of internal control mechanism is reviewed by Internal Auditors at regular intervals. The Audit Committee reviews audit reports submitted by the Internal Auditors on a regular basis.

Suggestions for improvement considered by the Audit Committee are followed by the Management through implementation of the corrective actions and improvements in business processes. The Committee also meets the Company's Statutory Auditors to ascertain, inter-alia, their views on the adequacy of internal control systems in the

Company and keeps the Board of Directors informed of its major observations from time to time.

9. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company is neither having any subsidiaries nor any associate company and our company is not having any joint venture.

10. PUBLIC DEPOSITS

The company has not accepted Deposits falling within the meaning of Section 73 of the Companies Act, 2013 and the during the year because the company is using its internal funds for day to day affairs of the company.

11. AUDITORS OF THE COMPANY

I. INTERNAL AUDITOR'S AND THEIR REPORT

In accordance with the provision of section 138 of the companies Act, 2013 and rules made thereunder, the company has appointed M/s Sushil Pruthi & Co., Chartered Accountants, New Delhi as the Internal Auditor of the company in terms of section 138 of the companies Act, 2013 and rules made thereunder.

Auditor responsibility:

1. Auditor responsibility for detecting fraud.
2. Responsibility for managing the internal control system
3. Guidance of Company Staff for improvement of internal control system.
4. Improve the whistle blower policy

(I) where any material irregularities are confirmed the auditor needs to consider such as

- A. Effect on the financial reports or audit report
- B. Evaluation of the internal control and need for further testing.
- C. Management proposed action to prevent the reoccurrence.
- D. Public interest implication of the irregularities.

Obligations

- (I) Work through independence
- (II) Carry out duties with integrity.
- (III) Report confidentiality
- (IV) Obtain appropriate evidence.
- (V) exercise skill and care document all findings

Internal Auditor report being attached with the Director report as Annexure-A and our Internal Audit has suggest some area of Improvement to the company, our Board has duly undertaken the same.

II. SECRETARIAL AUDITORS AND THEIR REPORT

In terms of the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial

Personnel} Rules, 2014, the Board had appointed M/s. D Maharathi and Associates, Company Secretaries in Practice, for a term of 1(One) year for the Financial Year 2015-16 to conduct the audit of Secretarial and related records of the Company. The Secretarial Audit Report for the financial year ended March 31, 2016 is provided in Annexure-B to this Boards' Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

III. STATUTORY AUDITOR'S AND THEIR REPORT

M/s B. Bhushan & Co. Statutory Auditor of the company was appointed as at 31ST Annual General Meeting to hold office till the conclusion of 36TH Annual General Meeting and now proposed to ratify the Appointment at this Annual General Meeting till the Conclusion of next Annual General Meeting The Auditor report as prepared by M/s B. Bhushan & Co. is attached herewith as Annexure – E which is self explanatory hence no further comments required.

IV. COST AUDITOR'S AND THEIR REPORT

As per the provisions of the Companies Act, 2013 certain class of companies are required to appoint cost auditor and also to maintain certain cost records. Our company is not covered under the provisions of Section 148 of Companies Act, 2013, hence the company is not required to comply with the provisions of Cost Audit.

12. SHARE CAPITAL

Authorised share capital of the company is Rs. 32950000 (Rupees three crore twenty nine lacs fifty thousands) which consists 3245000 (Thirty two lac forty five thousands) Equity Share of Rs. 10 (Rupees ten) each and 5000 (Five thousands) 9% Preference Shares of Rs. 100 (Rupees Hundred) each. Paid of capital of the company is Rs. 3245000 (Rupees Three Crore Two Lac Forty Five Thousands) which consist 3245000 (Thirty Two Lacs forty five thousand) equity shares of Rs. 10 each.

- A. Issue of equity shares with differential rights
The company has not issued any Equity Shares with Differential voting rights during the financial year 2015-16.
- B. Issue of sweat equity shares
The company has not issued any Sweat Equity Shares during the financial year 2015-16.
- C. Issue of employee stock options
The company has not issued any Employee stock options during the financial year 2015-16.
- D. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees
The company has not bought Back any shares during the Financial Year 2015-16.

13. EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No. MGT – 9 (Attached as Annexure –C) shall form part of the Board's report.

14. VARIOUS POLICIES/PROGRAMME/CRITERIA etc.

In compliance with Companies Act, 2013 and Rules made there under, Clause-49 of the Listing Agreement and SEBI Regulations, your Board of Directors and its various Committees have approved the following Policies/ Criteria/Programme at their various meeting to be held from time to time, and, the same have also been available on the website of the

Company i.e. www.chamakholdings.com

- (i) Policy on Related Party Transactions
- (ii) Policy on Board Diversity
- (iii) Policy for Preservation of Documents
- (iv) Policy for Determination of Materiality of Events
- (v) Policy on Archival of Documents
- (vi) Nomination & Remuneration Policy
- (vii) Policy on Familiarization of Independent Directors
- (viii) Code of Conduct for Directors and Senior Management of Chamak Holdings Ltd. in terms of SEBI {Prohibition of Insider Trading } Regulations 2015.

15. DIRECTORS:

A) Changes in Directors and Key Managerial Personnel

There is No Change in Directors during the year. The Board consists of executive and non-executive directors including independent directors who have wide and varied experience in different disciplines of corporate functioning.

Change in Company Secretary and Compliance Officer

Mr. Arun Kumar Sharma, Company Secretary cum Compliance Officer had resigned from the company w.e.f May 14, 2016 due to his personal occupancy and Board of Directors, to comply with the requirement of Sec 203 of the Companies Act, 2013 and listing Regulations. has appointed Mr. Arvind Kumar Tiwari as Company Secretary cum compliance officer w.e.f May 30, 2016.

B) Declaration of Independence by Directors

Declaration given by Independent Directors meeting the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 is received and taken on record.

The copy of the Declaration is available for inspection at the registered office of the company during business hours by any member of the company.

C) Formal Annual Evaluation

As the company has appointed Independent Director at year's end and our Board of directors are working on the formation of Annual Evaluation System for review of the performance of the Independent Director(s).

Our Board of directors assured that Board is under the process and will formulate a proper policy for performance evaluation of Independent Director very soon