



**25th ANNUAL REPORT
2013-2014**

**CHPL INDUSTRIES LIMITED
Shop No. 2 (AMCO), Budha Bhavanam,
MCH Complex, MG Road,
SECUNDERABAD – 500 003**

Board of Directors

Mr. S K Pathki	Director
Mr. AVKS Prasad	Director (Upto March 31, 2014)
Mr. B N Sistla	Director (Upto March 31, 2014)
Mr. Viral Chavda	Executive Director
CA Shital Mutha	Independent Director
Mr Dinesh H Bainwal	Independent Director

Registered Office

Shop No. 2, (AMCO) Budha Bhavanam,
MCH Complex, M.G. Road,
Secunderabad – 500 003

Telefax: 040 – 2754-2651
Email: chplindustries@gmail.com

Auditors

B K Hegde & Co.
Chartered Accountants

Registrar & Share Transfer Agents

M/s. Purva Sharegistry (I) Pvt. Ltd

Address: Unit No. 9, Shiv Shakti Ind. Estate
J.R. Boricha Marg, Opp. Kasturba Hospital Lane
Lower Parel (East), Mumbai – 400 011
Tel: 022-23016761/8261
Fax: 022-23012517
Email ID: busicomp@vsnl.com
Website: www.purvashare.com

Annual General Meeting

Day - Tuesday
Date - 27th May, 2014
Venue - Shop No. 2, (AMCO) Budha Bhavanam, MCH Complex, M.G. Road,
Secunderabad – 500 003
Time - 10.30 a.m.

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of the Company will be held on Tuesday 27th May, 2014 at 10.30 a.m. at Shop No, 2. Budha Bhavanam, MCH Complex, M.G. Road, Secunderabad to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance sheet as at 31st March, 2014 and Profit & Loss Account for the period ended on that date and the Reports of the Directors and Auditors' thereon.
2. To Appoint a Director in place of Mr. S. K. Pathki who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s Ramanand & Associates, Chartered Accountants, Thane as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration in place of M/s B. K. Hegde & Co, Chartered Accountants, Hyderabad who have expressed their inability to continue as Statutory Auditors of the Company.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Section 160 and other applicable provisions of the Companies Act, 2013, CA Shital Mutha, who was appointed as an Additional director of the Company by the Board of Directors and who ceases to hold office under Section 161(1) of the Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director on the board of the Company,” who will be liable to retire by rotation.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Section 160 and other applicable provisions of the Companies Act, 2013, Mr. Dinesh Bainwal, who was appointed as an Additional director of the Company by the Board of Directors and who ceases to hold office under Section 161(1) of the Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director on the board of the Company,” who will be liable to retire by rotation.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Section 160 and other applicable provisions of the Companies Act, 2013, Mr. Viral Chavda, who was appointed as an Additional director of the Company by the Board of Directors and who ceases to hold office under Section 161(1) of the Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Executive Director and Chairman of the Company,” whose period of office will not be liable to retire by rotation.

7. To consider and if thought fit to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 197, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said Act (including any amendment thereto or re-enactment thereof for the time being in force), Mr. Viral Chavda be and is hereby appointed as “Executive Director and Chairman” of the Company for a period of 3 (Three) years commencing from May 27, 2014, upon the terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any Committee of Board constituted to exercise its powers including the powers conferred by this resolution) To alter and vary such terms, subject to the limits specified under Schedule V to the companies Act, 2013.

SALARY:

Basic Salary shall be Rs. 24,000/- (Rs. Twenty Four Thousand) per year.

PERQUISITES:

Mr. Viral Chavda shall not be entitled to any perquisites.

COMMISSION:

Mr. Viral Chavda shall not be entitled to any commission.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify from time to time, the remuneration payable to Mr. Viral Chavda subject to ceilings laid down in Section 197 and Schedule V to the Companies Act, 2013 without the further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

BY ORDER OF THE BOARD
For **CHPL INDUSTRIES LIMITED**

Place: Secunderabad
Date: 26th April, 2014

Sd/-
S. K. Pathki
DIRECTOR

NOTES:

1. Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member, Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before Annual General Meeting.
2. The Register of Members and the Share Transfer Register of the Company will remain closed from 21st May, 2014 to 26th May 2014 (both days inclusive).
3. Members are requested to notify the change, if any, in their address to the Company and always quote their Folio Numbers in all correspondence with the Company.
4. Any query relating to Account must be sent to the Company's Registered Office at least 7 days before the date of Meeting.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No: 4 to 6

Mr. Viral Chavda was appointed by the Board as an Additional Director of the Company with effect from 20th January, 2014. He holds office upto the date of the forthcoming Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 along with a deposit of Rs.1,00,000/-proposing the appointment of Mr. Viral Chavda as a Director of the Company. Mr. Chavda is not disqualified to be Director of the Company.

CA Shital Mutha and Mr Dinesh Bainwal were appointed as Additional Directors with effect from 31st March, 2014. They hold office upto the date of the forthcoming Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 along with a deposit of Rs.1,00,000/- each proposing the appointment of CA Shital Mutha and Mr Dinesh Bainwal as Directors of the Company. CA Shital Mutha and Mr Dinesh Bainwal are not disqualified to be Directors of the Company.

The brief resume stating the qualification and experience of each of the directors are attached herewith the resolution.

The Board proposes to appoint Mr Viral Chavda as “Executive Director and Chairman”. Further, the Board proposes to appoint CA Shital Mutha and Mr Dinesh Bainwal on the Board as “Independent Directors” and hence, the resolution is being put before the members for their approval.

None of the directors of the Company except Mr. Viral Chavda, CA Shital Mutha and Mr Dinesh Bainwal are concerned or interested in the resolution.

Item No: 7

At the meeting of the Board of Directors of the Company held on 20th January, 2014, the Board has appointed Mr. Viral Chavda, a Bachelor of Pharmacy having vast experience in the field of financial management, as Whole Time Director designated as “Executive Director and Chairman” for a period of 3 (Three) years with effect from 27th May, 2014 as approved by the Remuneration Committee, subject to approval of the Shareholders in Annual General Meeting. In case of inadequacy of Profit or loss Mr. Viral Chavda will get minimum remuneration as permissible under Schedule V of the Companies Act, 2013.

The relevant resolution concerning appointment of Mr. Viral Chavda, as “Executive Director and Chairman” in the accompanying Notice may be treated as an abstract pursuant to Section 302 of the Companies Act, 2013.

The Board recommends the resolution for approval by members. None of the directors of the Company except Mr. Viral Chavda is concerned or interested in the resolution.

BRIEF PROFILE OF PERSONS PROPOSED TO BE APPOINTED / REAPPOINTED AS DIRECTORS OF THE COMPANY AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT:

The information required under Clause 49(IV)(G) of the Listing Agreement (relating to Corporate Governance) with respect to the Director being appointed and Directors retiring by rotation and being eligible seeking re-appointment is as under :

Name of Director	S. K. Pathki	Viral Chavda	CA Shital Mutha	Dinesh Bainwal
Age	65 Years	25 Years	35 Years	25 Years
Date of joining the Board	21-06-1989	20-01-2014	31-03-2014	31-03-2014
Qualification	Graduate	Pharma Professional	Chartered Accountant	Diploma
Nature of Expertise	Finance, Accounts with multinational companies	Domain specialist in Pharmacy	Expertise in Accounts, Finance & Taxation	Businessman
Other Directorships held	Nil	Nil	Aagam Capital Limited Risa International Limited	Nil
Name of the Companies in committees of which also holds Memberships / Chairmanship	Nil	Nil	Aagam Capital Limited Risa International Limited	Nil
No. of shares held in their own name	117490 equity shares of Rs.10/-	Nil	Nil	Nil

BY ORDER OF THE BOARD
For **CHPL INDUSTRIES LIMITED**

Place: Secunderabad
Date: 26th April, 2014

Sd/-
S. K. Pathki
DIRECTOR

DIRECTORS' REPORT

To
The Members

Your Directors hereby present 25th Annual Report of the Company along with the audited statement of Accounts for the year ended 31st March 2014.

FINANCIAL PERFORMANCE

	(Rs.)	
	Year ended 31.03.2014	Year ended 31.03.2013
Profit before depreciation	910953/-	-
Depreciation	-	-
Profit before tax	910953/-	-
Provision for tax	-	-
Profit after tax	910953/-	-

OPERATIONS:

The Company has ventured into textile business and started trading activities on trial basis with some reputed companies with proven track record. Further, the Company had also taken some contractual assignments and initial response has been good. The Company has turned around during the year and also reported profitability to the extent of Rs 9.11 Lakhs. The Company aims to venture into new territories and continue to take new initiatives for improving its financial performance.

DIVIDEND:

Considering the present financial status of the Company, the Board of Directors regrets their inability to recommend payment of any dividend for the year under review.

FOREFEITURE & PREFERENTIAL ALLOTMENT OF SHARES:

In compliance with the applicable provision of the Corporate Laws and the Listing Agreement, the Company had forfeited 23300 equity shares towards calls unpaid from the shareholders. Subsequently, the Company had also issued 493300 equity shares under preferential allotment mechanism to select equity shareholders and received full payment towards the same during the year under review. This equity infusion was used to venture into new business line for the growth of the Company.

PUBLIC DEPOSITS

The company has not accepted any deposits from the public during the year and there are no outstanding dues.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion & Analysis Report is appended to this Report.

CORPORATE GOVERNANCE

A separate report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of this report.

DIRECTORATE

During the year under review, Mr. AVKS Prasad and Mr. B N Sistla resigned from the directorship of the Company w.e.f 31st March 2014. The Board appreciates and places on record the valuable contribution, guidance and advice received from them.

During the year under review, Mr. Viral Chavda was appointed as Additional Director w.e.f 20th January 2014, to hold such office till the conclusion of the ensuing Annual General Meeting. The Company has received notice under section 160 of the Companies Act, 2013, for his appointment as Director in the forthcoming Annual General Meeting. The Board recommends his appointment will be beneficial to the Company. Mr. Viral Chavda has also been appointed as an “Executive Director” of the Company and his appointment is subject to approval in the ensuing Annual General Meeting.

Further, CA Shital Mutha and Mr Dinesh Bainwal were also appointed as Additional Director w.e.f 31st March, 2014, to hold such office till the conclusion of the ensuing Annual General Meeting. The Company has received notices under section 160 of the Companies Act, 2013, for their appointment as Director in the forthcoming Annual General Meeting. The Board recommends his appointment will be beneficial to the Company. CA Shital Mutha and Mr Dinesh Bainwal are appointed as Independent Directors of the Company and their appointment is subject to approval in the ensuing Annual General Meeting.

Mr. S. K. Pathki retires by rotation and being eligible offers himself for re-appointment. Your Directors recommend re-appointment of Mr. S. K. Pathki.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility statement, your Directors wish to confirm that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any,
2. Such Accounting policies have been selected and applied consistently and judgments and estimates are made 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 and Loss of the Company for that period.
3. Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting any fraud or other irregularities has been taken.

Accounts for the financial year ended on 31st March, 2014 are prepared on a going-concern basis.

AUDITORS

M/s. B.K. Hegde & Co. Chartered Accountants retire as the Statutory Auditors of the Company at the conclusion of this Annual General Meeting and have expressed their unwillingness to continue as the Auditors of the Company. Hence, your directors propose appointment of M/s Ramanand & Associates, Chartered Accountants, Thane as the Statutory Auditors of the Company. They have confirmed their willingness and eligibility under section 139 (1) of the Companies Act, 2013.

AUDITOR'S QUALIFICATIONS

There are no qualifications in the Auditors' Report and the observations and suggestions made by the Auditors in their report are self-explanatory.

PARTICULARS OF EMPLOYEES

The Company has not paid any remuneration attracting the provisions of Companies (Particulars of Employees) Rules, 1975 read with Section 134 of the Companies Act, 2013. Hence, no information is required to be appended to this report in this regard.

LISTING OF EQUITY SHARES ON STOCK EXCHANGES

The Company's shares are listed on the Ahmedabad Stock Exchange, Ahmedabad.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

There is no activity relating to conservation of energy and technology absorption. There has been no foreign exchange income or outflow during the year under review.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation and grateful thanks to the Bankers, Customers, Employees and Creditors for their continued support during the year under review.

Your Directors once again express their gratitude to the Members who stood with the Company.

Place: Secunderabad
Date: 26th April, 2014

For and on behalf of the Board
For **CHPL INDUSTRIES LIMITED**

Sd/-
(S. K. Pathki)
DIRECTOR