

CHPL INDUSTRIES LIMITED
Registered Office - Shop No 136-137/8 & 9/ 3rd floor,
Empire Square, Baben, Ta-Bardoli Surat 394602.
CIN - L65921GJ1989PLC098109 e-mail - chplindustries@gmail.com

To,

Date: 18th September, 2017

Department of Corporate Services,
BSE LIMITED
P. J. Towers, Dalal Street,
Mumbai – 400 001.

Subject: Regulation 34 (1) of LODR, 2015 – Submission of Annual Report for FY 2016-17.

Scrip ID: 511169

Dear Sir/Madam,

Pursuant to the provision of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 Please find enclosed herewith Annual Report of CHPL Industries Limited for FY 2016-17.

Kindly take same on your records.

Thanking You,

Yours Truly,
For, **CHPL Industries Ltd**



Rashmi Ravi Sharma
Executive Director
DIN: 06618645

CHPL INDUSTRIES LIMITED

**28TH
ANNUAL REPORT
(2016-17)**

BOARD OF DIRECTORS

Mrs. Rashmi Ravi Sharma	Executive Director
Mr. Sanjaykumar Ramesh Bhai Bhalani	Executive Director
Mr. Jignesh Bhupatbhai Rajpara	Executive Director
Mr. Pravesh Omprakash Agarwal	Independent Director
Mr. Mallappa Basappa Kasar	Independent Director

REGISTERED OFFICE

Address: Shop No 136-137/8 & 9/ 3rd floor, Empire Square, Baben, Ta-Bardoli Bardoli- 394 602
Website: www.chplindustriesltd.com;
Email: chplindustries@gmail.com;
Telefax:

AUDITORS

M/S. RAMANAND & ASSOCIATES
 Chartered Accountant
Add: 6/C, Ostwal Park Building No. 4 CHSL,
 Near Jesal Park Jain Temple,
 Bhayander East,
 Thane – 401 105
Tel: 022-28171199
Mob: 9322231113
Email: rg@caramanandassociates.com

REGISTRAR & SHARE TRANSFER

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED
Add: Unit No. 9, Shiv Shakti Ind. Estate
 Lower Parel (East), Mumbai – 400 011
Tel: 022-23016761/8251
Fax: 022-23012517
Email: busicomp@vsnl.com
Web: www.purvashare.com

ANNUAL GENERAL MEETING

Day	Wednesday
Date	6 th September, 2017
Venue	Shop No 136-137/8 & 9/ 3rd floor, Empire Square, Baben, Ta-Bardoli Bardoli Surat – 394602.
Time	09.00 AM

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NOTICE TO THE MEMBERS

CHPL INDUSTRIES LIMITED

CIN: L65921GJ1989PLC098109

Address: Shop No 136-137/8 & 9/ 3rd floor,
Empire Square, Baben, Ta-Bardoli Bardoli- 394 602

Website: www.chplindustriesltd.com;

Email: chplindustries@gmail.com;

NOTICE is hereby given that the Twenty Eight Annual General Meeting of the Members of **CHPL INDUSTRIES LIMITED** will be held on **Wednesday, 6th September, 2017** at **09.00 A.M.** at Shop No 136-137/8 & 9/ 3rd floor, Empire Square, Baben, Ta-Bardoli Bardoli - 394602 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To ratify appointment of Auditor

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of **M/s. Ramanand & Associates**, Chartered Accountants, (FRN No. 117776W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

3. **To appointment of Mrs. Rashmi Ravi Sharma (DIN: 06618645) as an Managing Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT the Company hereby accords its approval and consent under Sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, to the re-appointment of **Mrs. Rashmi Ravi Sharma (DIN: 06618645)** as Managing Director of the Company for a period of five years with effect from 1st April, 2016 and to his receiving remuneration, benefits and amenities as Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice of this Meeting and upon the terms and conditions and stipulations contained in an Agreement to be entered into between the Company and **Mrs. Rashmi Ravi Sharma**, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialled by the Chairman of the Meeting.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the said draft Agreement shall nevertheless be paid and allowed to **Mrs. Rashmi Ravi Sharma** as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

4. **To Regularize appointment of Mr. Jignesh Bhupatbhai Rajpara (DIN: 07446138) as an CFO as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 2(19) & Section 203 read with rule made there under and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Jignesh Bhupatbhai Rajpara (DIN: 07446138), be and is hereby appointed as Chief Financial Officer (CFO) w.e.f. 1st April, 2016 at a monthly remuneration of Rs. 100,000/- to perform the duties assigned to him by the Board of Directors from time to time.”

FURTHER RESOLVED THAT the remuneration payable to Mr. Jignesh Bhupatbhai Rajpara (DIN: 07446138) may be revised from time to time by the Board of Directors or any Remuneration Committee that may be formed for this purpose.

FURTHER RESOLVED THAT All of the directors, be and is hereby authorized to file Form DIR-12, Form MR-1, Form MGT 14 and any other Forms as may be required with the Registrar of Companies and to do all such acts, deeds, things etc. as may be required to implement the above resolutions.

By Order of the Board of Directors

Place: Bardoli

Date: 30th May, 2017

REGISTERED OFFICE:

Shop No 136-137/8 & 9/ 3rd floor, Empire Square,
Baben, Ta-Bardoli, Surat – 394602.

Rashmi Ravi Sharma
(Director)

Jignesh Bhupatbhai Rajpara
(Director)

NOTES

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Share Transfer Books of the Company will remain closed from 31ST August, 2017 to 5th September, 2017 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 6th September 2017.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
11. Members who hold shares in physical form are requested to send their e-mail address to the following: busicomp@vsnl.com
12. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Sharegistry (I) Pvt

Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

14. E-Voting process

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 2nd September, 2017 at 9.00 am and ends on 5th September, 2017 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant CHPL Industries Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Non e form Non -Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 30th August, 2017 shall view the Notice of the 28th AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxii. **Mr. Jaymin Modi**, Proprietor of **M/s. Jaymin Modi & Co.**, a Practicing Company Secretary, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through

ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

- xxiii. The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mrs. Rashmi Ravi Sharma became a Non-Retiring Director of the Company. The Board of Directors wants to appoint her as a Managing Director subject to approval of the shareholder. The remuneration proposed to be paid to Mrs. Rashmi Ravi Sharma and the perquisites proposed to be provided to her are set out below:

- i) Salary - Rs. 100,000 per month
- ii) Increments - Such increments as may be fixed by the Board of Directors from time to time in the salary range of Rs. 100,000 to Rs. 10,000 per month.
- iii) Provident Fund - Company's contribution not to exceed 12% of salary.
- iv) Housing - The Company to provide rent free partially furnished, air-conditioned, residential accommodation with telephone, gas and electricity, the monetary value of which may be evaluated as per the Income-tax Rules, 1962.
- v) Medical Aid - Medical aid benefits for self and family as applicable to the Officers of the Company, subject to the condition that the cost of medical benefits to the Company shall not exceed Rs. 35,000/- per year.
- vi) Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use. If car is leased from an external agency or from spouse, lease rental and fuel expenses will be paid as per rules of the Company.
- vii) Reimbursement of salary of driver as per rules of the Company.
- viii) Leave on full pay and allowances as per rules of the Company for such number of days of leave as may be granted to other employees of the Company in the Head Office.
- ix) Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
- x) Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company. (All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Mrs. Rashmi Ravi Sharma.

The Board recommends the Resolutions as set out at item Nos. 4 of the Notice for your approval.

ITEM NO. 5

Mr. Jignesh Bhupatbhai Rajpara became a Non-Retiring Director of the Company. The Board of Directors wants to appoint her as a Chief Financial Officer subject to approval of the shareholder. The remuneration proposed to be paid to Mr. Jignesh Bhupatbhai Rajpara and the perquisites proposed to be provided to her are set out below:

- i) Salary - Rs. 80,000 per month

- ii) Increments - Such increments as may be fixed by the Board of Directors from time to time in the salary range of Rs. 80,000 to Rs. 10,000 per month.
- iii) Provident Fund - Company's contribution not to exceed 12% of salary.
- iv) Housing - The Company to provide rent free partially furnished, air-conditioned, residential accommodation with telephone, gas and electricity, the monetary value of which may be evaluated as per the Income-tax Rules, 1962.
- v) Medical Aid - Medical aid benefits for self and family as applicable to the Officers of the Company, subject to the condition that the cost of medical benefits to the Company shall not exceed Rs. 35,000/- per year.
- vi) Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use. If car is leased from an external agency or from spouse, lease rental and fuel expenses will be paid as per rules of the Company.
- vii) Reimbursement of salary of driver as per rules of the Company.
- viii) Leave on full pay and allowances as per rules of the Company for such number of days of leave as may be granted to other employees of the Company in the Head Office.
- ix) Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
- x) Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company. (All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Mr. Jignesh Bhupatbhai Rajpara.

The Board recommends the Resolutions as set out at item Nos. 5 of the Notice for your approval.

By Order of the Board of Directors
For CHPL Industries Limited

Rashmi Ravi Sharma
(Director)

Place: Bardoli
Date: 30th May, 2017

DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 28th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

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

Particulars	2016-2017	2015-2016
	(Amt. in Rs.)	(Amt. in Rs.)
Gross Income	5,05,042	2,04,124
Profit / (Loss) Before Interest and Depreciation	(14,17,234)	(5,38,094)
Finance Charges	1,104	68
Gross Profit/(Loss)	(14,17,234)	(5,38,162)
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	(14,17,234)	(5,38,162)
Provision for Tax	--	--
Net Profit/(Loss) After Tax	(14,17,234)	(5,38,162)
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	(14,17,234)	(5,38,162)
Surplus carried to Balance Sheet	--	--

2. COMPANY'S PERFORMANCE AFFAIR

Your Directors are positive about the Company's operations and making best efforts to implement the cost reduction measures to the extent feasible.

3. DIVIDEND

Considering the present financial status of the Company, your directors do not recommend any dividend for the year under report.

4. RESERVES AND SURPLUS

The Debit balance of Profit & Loss statement amounting to Rs. (14,17,234) for financial year under review is transferred to reserves. The total reserves for the financial year 2016-17 are Rs. (28,261,063).

5. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2017 is Rs. 30,465,880/- comprising of 30,46,588 Equity Shares of Rs. 10/- each.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company has received declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

7. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Seven Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given as under.