24th
ANNUAL REPORT
2015-16

CHARMS INDUSTRIES LIMITED

24th ANNUAL REPORT 2015-16

KEY MANAGERIAL PERSONNEL & BOARD OF DIRECTORS

Shri Harsad S. Gandhi	Chairman and Director (DIN: 01056779)
Shri Shivkumar R. Chauhan	Managing Director (DIN: 00841729)
Shri Nishit M. Rupapara,	Director (DIN: 02859031)
Mrs. Nehal Shivkumar Chauhan	Director (DIN: 02901331) (w.e.f. 06/04/2015)
Shri Dahyabhai B. Sachaniya	Director (DIN: 02468095) (upto 26/07/2016)
Shri Biren J. Thaker	Chief Financial Officer

AUDITORS

M/s. Praful N. Shah & Co.,
Chartered Accountants
Ahmedabad

BANKERS

Indian Overseas Bank
ICICI Bank

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
A-802 Samudra Complex,
Near Klassic Gold Hotel
Off C G Road Navrangpura,
Ahmedabad- 380 009
Email: **bssahd@bigshareonline.com**

REGISTERED OFFICE

108-B/109, Sampada Building,
B/h. A. K. Patel House, Mithakali Six Roads,
Navrangpura, Ahmedabad-380009
Website: charmsindustries.in
Email: charmsltd@yahoo.com

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NOTICE

NOTICE is hereby given that the **Twenty Fourth (24th)** Annual General Meeting of the Members of the Company will be held on **Friday 2nd September, 2016** at **11.30 A.M.** at 108-B/109, Sampada Building , Mithakhali Six Road, Opp-Hare Krishna Complex, B/H Kiran Motors Ahmedabad-380009 to transact the following business:

ORDINARY BUSINESS:

i. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2016 and Report of the Board of Directors and Auditors thereon.

ii. To appoint a Director in place of **Mrs. Nehal Shivkumar Chauhan (Din: 02901331)** who retires by rotation at this meeting and being eligible, offers herself for re-appointment.

iii. To ratify the appointment of Auditors and fix their remuneration.

SPECIAL BUSINESS:

iv. Re-appointment of **Mr. Shivkumar R. Chauhan (DIN: 00841729)** as Managing Director of the company

Consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of **Mr. Shivkumar R. Chauhan, (DIN: 00841729)** as Managing Director of the Company with effect from May 26, 2016, for a term of 5 (five) years as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached herewith, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Shivkumar R. Chauhan.

RESOLVED FURTHER THAT the remuneration payable to Mr. Shivkumar R. Chauhan, (DIN: 00841729), shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

v. Appointment of Mr. Parth S. Chauhan (DIN:07571829) as a Director of the Company

Consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Parth S. Chauhan (DIN: 07571829) in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director who is eligible for appointment, be and is hereby appointed as a Director of the Company whose period of office shall be liable for retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

vi. Increase the Borrowing power Limit of the Board of Directors upto Rs.10 crores (Rupees Ten Crores)

Consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and other enabling provisions, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, advances

notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed shall not exceed Rs.10 crores (Rupees Ten Crores Only) at any point of time on account of the principal.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

Regd. office:
108-B/109, Sampada Building,
B/h. A. K. Patel House, Mithakali Six Roads,
Navrangpura, Ahmedabad-380009.

By Order of the Board of Directors
For, **Charms Industries Limited**

Harsad S. Gandhi
Chairman & Director
(DIN: 01056779)

Date : 26/07/2016
Place : Ahmedabad

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, In order to be effective must be received at the registered office of the company not less than 48 hours before the time of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Carrying voting rights then such proxy shall not act as proxy for any other member.
4. Members/Proxies/Authorized representatives should bring the duly filled Attendance Slip enclosed herewith along with their copy of the Annual Report to attend the Meeting.
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.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
8. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The Annual Report of the year 2015-16 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.charmsindustries.in and also on the website of the respective Stock Exchanges at www.bseindia.com.
10. Profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the 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 their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. M/s. Bigshare Services Pvt. Ltd. A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad-380 009.
12. Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 26th August 2016** to **Friday 2nd September, 2016** (both days inclusive).

13. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company atleast seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.

14. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited ("remote e-voting"). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

15. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Bigshare Services Private Limited, A-802 Samudra Complex, Near Klassic Gold Hotel Off C G Road Navrangpura, Ahmedabad- 380 009, Gujarat for assistance in this regard.

16. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

17. The Company has engaged the services of **Central Depository Services Limited (CDSL)** as the Agency to provide e-voting facility.

18. The Board of Directors of the Company has appointed M/s Khandelwal Devesh & Associates, Company Secretaries, (Membership No. FCS: 6897; CP No: 4202), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

19. The Members whose names appear in the Register of Members/List of Beneficial Owners as on **26/08/2016 (cut–off date)** are entitled to vote on the resolutions set forth in this Notice.

20. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. **26th August**, **2016**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.

21. The remote e-voting will commence on 30th August, 2016 at 09.00 a.m. and ends on 1st September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 26th August, 2016, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter

22. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

23. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 26th August, 2016.

24. The procedure and instructions for remote e-voting are, as follows:

Step 1 : Open your web browser during the voting period and log on to the e- voting website www.evotingindia.com

Step 2 : Click on- "Shareholders Login".

Step 3 : Now, Fill up the details (Login ID and password) on appropriate boxes i.e.

User-ID	**For CDSL**	: 16 digits beneficiary ID
	For NSDL	: 8 Character DP ID followed by 8 Digits Client ID
	For physical shares holders :	Folio number registered with the company.

Step 4 : Next, enter the Image Verification as displayed and Click on Login. 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 but if you are a first time user then follow the steps given below:

	For members holding shares in demat form and physical form:
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/DepositoryParticipant 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or the Company records for the said folio.If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

Please enter the #DOB or *dividend bank details in order to login.

Step 6 : After entering these details appropriately, click on "SUBMIT" tab.

Step 7 : Members holding shares in physical form will then directly reach the Company selection screen. However, first time user holding shares in demat form will now reach 'Password Creation' menu where in they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the 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.

(If Demat account holder has forgotten the changed password then enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.)

Step 8 : For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Step 9 : Click on the EVSN for the relevant <Company Name> on which you choose to vote.

Step 10 : On the voting page, you will see Resolution Description and against the same, the option "YES/NO" for voting. Select the relevant option as desired YES or NO and click to submit.

Step 11 : Click on the resolution file link if you wish to view the entire Notice.

Step 12 : 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Step 13 : You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 14 : Note for Non – Individual Members and Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 scan copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointment/re-appointment at 24th Annual general Meeting vide item no. 2, 4 and 5 are as follows:

Particulars	**Details**		
Name	**Mr. Shivkumar Chauhan**	**Mrs. Nehal Shivkumar R. Chauhan**	**Mr. Parth Shivkumar Chauhan**
DIN	00841729	02901331	07571829
Designation	Managing Director	Director	Director
Date of Birth	01/07/1958	09/05/1970	25/10/1990
Date of Appointment	18/09/1993	06/04/2015	-
Qualifications experience in specific functional area	Graduated in Arts (BA) and having more than 25 years of experience of management and administration.	H.S.C.	Undergraduate
Directorship held in other companies*	NIL	NIL	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL	NIL	NIL
Relationships between directors *inter se*	Relative (spouse) of Mrs. Nehal S. Chauhan Relative (Father) of Mr. Parth S. Chauhan	Relative (spouse) of Mr. Shivkumar R. Chauhan Relative (Mother) of Mr. Parth S. Chauhan	Relative (Son) of Mrs. Nehal S. Chauhan Relative (Son) of Mr. Shivkumar R. Chauhan
Number of shares held in the Company	868540	33140	NIL

***Pvt. Companies excluded**

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

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No. 4

Mr. Shivkumar R Chauhan, who was appointed as Managing Director by the members to hold office for the five years i.e. upto 11th August 2016 and hence continuation of his employment as Managing Director requires the approval of members by way of a ordinary resolution.

Keeping in view that Mr. Shivkumar R. Chauhan has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Shivkumar R. Chauhan as Managing Director of the Company.

Mr. Shivkumar R. Chauhan, aged 58 years, is Arts Graduate and having more than 25 years experience of management and administration.

The Board of Directors in their meeting held on 26th May 2016 and also on the basis of recommendation of Nomination and Remuneration Committee of the Company in their meeting decided to re-appoint Mr. Shivkumar R. Chauhan, (DIN:00841729) as Managing Director of the company for a further period of five years. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable and major terms and conditions of the re- appointment are given below:

I. Period:

For a period of **5 years** from **26th May, 2016.**

II. Salary:

Upto Rs.1,50,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.

III. Perquisites:

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

i. Medical Re-imbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.

ii. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company.

iii. Club Fees: Fees of clubs, subject to a maximum of three clubs.

iv. Personal Accident Insurance/Group Life Insurance: Premium not to exceed Rs.7200/- per annum.

v. Provident Fund/Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.

vi. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.

vii. Use of Car with Driver: The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.

viii. Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Managing Director.

IV. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmedabad or at such place as the Board of Directors may decided from time to time.

V. Termination:

Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing may resign from his office by giving 90 days' Notice to the Company.

VI. Compensation:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VII. Other terms and conditions:

a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

b) "Family" means the spouse and dependent children of Mr. Shivkumar R. Chauhan.

c) Leave with full pay and allowances shall be allowed as per the Company's rules.

d) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

e) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.

f) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs. Nehal S. Chauhan and Mr. Shivkumar R. Chauhan to whom the resolution relates are concerned or interested in this resolution set out at item no. 4

Item No. 5

Mr. Parth S. Chauhan (DIN:07571829) is to be appointed as Director in terms of Section 149, 152 and 160 of the Companies Act, 2013.

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Parth S. Chauhan is to be appointed in the ensuing Annual General Meeting of the Company. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, along with a deposit of Rs. 1,00,000/- for the office of Director, to be appointed as such under the provisions of Section 160 and other applicable provision of the Companies Act, 2013. Mr. Parth S. Chauhan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

No director, key managerial personnel or their relatives, except Mr. Shivkumar R. Chauhan, Mrs. Nehal S. Chauhan and Mr. Parth S. Chauhan to whom the resolution relates, is interested or concerned in the resolution set out in item No. 5

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Brief particulars of Mr. Parth S. Chauhan are forming part of this notice. Mr. Parth S. Chauhan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013

Item No. 6

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, and all other applicable provisions, if any, the Board of Directors of a Company cannot borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves without the consent of the shareholders by a special resolution.

To enable the Board to borrow money in excess of the Company's capital and free reserves the sanction of the shareholder is required pursuant to provisions of section section 180(1)(c) of the Act. Your Board of Directors considering to expand the business activities of the Company and consider that they may require to borrow more than the limit prescribed by the Act and therefore the Board of your Company proposes this Resolution under the provisions of section 180(1)(c) of the Act for your approval.

The Resolution set out at item No.5 of the notice is put forth for consideration of the members as a Special resolution pursuant to section 180 (1) (c) of the Companies Act, 2013, authorizing the Board of Directors to borrow upto a sum of Rs. 10 Crores(Ten Crores) at any point of time on account of the principal.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Regd. office:
108-B/109, Sampada Building,
B/h. A. K. Patel House, Mithakali Six Roads,
Navrangpura, Ahmedabad-380009.

Date : 26/07/2016
Place : Ahmedabad

By Order of the Board of Directors
For, **Charms Industries Limited**

Harsad S. Gandhi
Chairman & Director
(DIN: 01056779)

ROUTE MAP OF AGM VENUE



CHARMS INDUSTRIES LIMITED

108-B/109, Sampada Building , Mithakhali Six Road,
Opp-Hare Krishna Complex, B/H Kiran Motors Ahmedabad-380009