

**25th
ANNUAL REPORT
2016-17**

CHARMS INDUSTRIES LIMITED

25th Annual Report 2016-17

KEY MANAGERIAL PERSONNEL & BOARD OF DIRECTORS

Mr. Shivkumar R. Chauhan	Managing Director (DIN: 00841729)
Mr. Harshad S. Gandhi	Chairman and Director (DIN: 01056779)
Mr. Nishit M. Rupapara,	Director (DIN: 02859031)
Mrs. Nehal Shivkumar Chauhan	Director (DIN: 02901331)
Mr. Parth Shivkumar Chauhan	Director (DIN: 07571829) (w.e.f. 02/09/2016)
Mr. Biren J. Thaker	Chief Financial Officer

AUDITORS

M/s. B.S. RAJPUT & ASSOCIATES
Chartered Accountants
Ahmedabad

BANKERS

Indian Overseas Bank
ICICI Bank
Development Credit 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

NOTICE

NOTICE is hereby given that the **Twenty Fifth (25th)** Annual General Meeting of the Members of the Company will be held on Monday **11th September, 2017** 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, 2017 and Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2017 and Report of the Board of Directors and Auditors thereon.
- ii. To appoint a Director in place of **Mr. Parth Shivkumar Chauhan (DIN: 07571829)** who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
- iii. To appoint the Statutory Auditors of the Company and fix their remuneration.

To consider and if thought fit, to give your assent/dissent to the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including the any statutory modification(s) or re-enactment(s) thereof for the time being in force), **M/s B.S. RAJPUT & ASSOCIATES, Chartered Accountants (firm registration no.119760W)** be and is hereby appointed as the Statutory Auditors of the Company (in place of M/s Praful N. Shah & Co., Chartered Accountant, Ahmedabad, the retiring Auditors) for a term of five (5) years commencing from the Company's financial year 2017-18 to hold from the conclusion of **25th Annual General Meeting** till the Conclusion of **30th Annual General Meeting** of the Company, subject to ratification of their appointment by the members at intervening Annual general meeting on such remuneration, excluding taxes, other applicable levies and out of pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient 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**

Date: 11/08/2017
Place: Ahmedabad

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

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 2016-17 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 **Monday, 04th September, 2017 to Monday 11th September, 2017** (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 M/s 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 **04/09/2017 (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. **04th September, 2017**, 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 08th September 2017 at 10.00 a.m. and will end on 10th September, 2017 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 **04th September, 2017**, 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. **04th September, 2017**.

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 Users: 16 digits beneficiary ID • For NSDL Users: 8 character DP ID followed by 8 digit client ID • For physical shares holders: Folio number registered with the company.
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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/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. 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 25th Annual General Meeting vide item no. 2 is as follows:

Particulars	Details
Name	Mr. Parth Shivkumar Chauhan
DIN	07571829
Designation	Director
Date of Birth	25/10/1990
Date of Appointment	02.09.2016
Qualifications experience in specific functional area	B.Com
Directorship held in other companies*	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL
Relationships between directors <i>inter se</i>	Relative (Son) of Mrs. Nehal S. Chauhan Relative (Son) of Mr. Shivkumar R. Chauhan
Number of shares held in the Company	NIL

***Pvt. Companies excluded**

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L72900GJ1992PLC017494
Name of the company:	CHARMS INDUSTRIES LIMITED
Registered office:	108-B/109 SAMPADA BUILDING, MITHAKHALI SIX ROADS, OPP-HARE KRISHNA COMPLEX, B/H KIRAN MOTORS, AHMEDABAD-380009

Name of the member(s):

Registered address:

Email Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on 11th September, 2017 at 11.30 a.m. at the registered office of the Company situated At 108-B/109 Sampada Building, Mithakhali Six Roads, Opp-Hare Krishna Complex, B/H Kiran Motors, Ahmedabad-380009 and at any adjournment thereof in respect of such resolutions as are indicated below: