

CHPL INDUSTRIES LIMITED



**26TH ANNUAL REPORT
(2014-15)**

BOARD OF DIRECTORS

Mr. S.K. Pathki	Executive Director
Mr. Viral Chavda	Executive Director & CFO
Mr. Shital Mutha	Independent Director
Mr. Dinesh H Bainwal	Independent Director
Mrs. Harshika	Independent Director w.e.f 31 st March 2015

REGISTERED OFFICE

Address: Shop No. 2, (AMCO) Budha Bhavanam, MCH Complex, MG Road, Secunderabad- 500 003
Website: www.chplindustriesltd.com;
Email: chplindustries@gmail.com;
Telefax: 040-2754-2651

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 SHAREREGISTRY (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	Tuesday
Date	29th September, 2015
Venue	Shop No. 2, (AMCO) Budha Bhavanam, MCH Complex, MG Road, Secunderabd- 500 003
Time	11.30 AM

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NOTICE TO THE MEMBERS

CHPL INDUSTRIES LIMITED

CIN: L65921TG1989PLC010151

Address: Shop No. 2, (AMCO) Budha Bhavanam, MCH Complex, MG Road, Secunderabd- 500 003

Website: www.chplindustriesltd.com;

Email: chplindustries@gmail.com;

Telefax: 040-2754-2651

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of CHPL INDUSTRIES LIMITED will be held on **Tuesday, 29th September, 2015** at **11.30 AM** at Shop No. 2, (AMCO) Budha Bhavanam, MCH Complex, MG Road, Secunderabd- 500 003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Viral Chavda (DIN: 06747412) who retires by rotation, and being eligible offers himself for reappointment.
3. To appoint M/s. Ramanand & Associates, Chartered Accountants, (FRN No. 117776W), retiring auditor of the Company as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. **To Re-Appoint Shital Mutha (DIN: 03157346) as an Independent Director 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 the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Shital Mutha (DIN: 03157346), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for four consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the Calendar Year 2019."

5. **To Re-appoint of Mr. Dinesh Bainwal (DIN: 06361230) as an Independent Director 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 the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Dinesh Bainwal (DIN: 06361230), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for four consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the Calendar Year 2019."

6. **To Regularize appointment of Mrs. Harshika (DIN: 07132860) as an Independent Director 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 the provisions of Section 149, 152, schedule IV and all other applicable provisions of the Companies Act, 2013 read with (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Mrs. Harshika (DIN: 07132860), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the company and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five years effective from the date of appointment by the Board that is from 31st March, 2015 to 30th March, 2020. "

7. **Creation of Charge on Movable and Immovable Properties of the Company, Both Present & Future**

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of 5 Crores (Rupees Five Crores Only), together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution."

8. **Powers to the Board of Directors to Borrow Moneys in Excess of Paid up Capital and Free Reserves of the Company**

To consider and if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans, Inter Corporate Deposits or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 5 Crores (Rupees Five Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of

business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

9. Adoption of New Articles of Association as per Companies Act, 2013.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 14 and all other applicable provisions, if any, of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), the new set of Articles of Association as placed before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign and execute such Forms, papers, documents, deeds and instrument and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution.”

By Order of the Board of Directors

Place: Secunderabad
Date: 13th August, 2015

S.K. Pathki
Director

REGISTERED OFFICE:

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

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 statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2, 4, 5 and 6 of the accompanying Notice.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

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 23rd September, 2015 to 29th September, 2015 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 29th September, 2015.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements 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 2014-15 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.

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

ITEM NO. 4

Mr. Shital Mutha (DIN: 03157346) was appointed as Independent Directors of the Company on 31/03/2014 as additional director and her appointment was regularized in 25th Annual General Meeting. He was liable to retire by rotation at Annual General Meetings of the Company as per their terms of appointment. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 consecutive years and he shall not be liable to retire by rotation. To comply with the above provisions, it is proposed to appoint Mr. Shital Mutha (DIN: 03157346) as Independent Directors of the Company to hold office as such four consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the Calendar Year 2019, who shall not be liable to retire by rotation. Mr. Shital Mutha (DIN: 03157346) has given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Ms. Shital Mutha.

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

ITEM NO. 5

Mr. Dinesh Haryansingh Bainwal (DIN: 06361230) was appointed as Independent Directors of the Company on 31/03/2014 as additional director and her appointment was regularized in 25th Annual General Meeting. He was liable to retire by rotation at Annual General Meetings of the Company as per their terms of appointment. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 consecutive years and he shall not be liable to retire by rotation. To comply with the above provisions, it is proposed to appoint Mr. Dinesh Haryansingh Bainwal (DIN: 06361230) as Independent Directors of the Company to hold office as such four consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company in the Calendar Year 2019, who shall not be liable to retire by rotation. Mr. Dinesh Haryansingh Bainwal (DIN: 06361230) has given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

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. Dinesh Haryansingh Bainwal.

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

ITEM NO. 6

Mrs. Harshika (DIN 07132860) was appointed as an Additional Independent Director by the Board of Directors on 31st March, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013, the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member of the company proposing her candidature for appointment as Director of the Company in accordance with the provisions of section 160 of the Companies Act, 2013. Mrs. Harshika (DIN: 07132860) is not disqualified from being appointed as a Director in terms of section 164 of the act. Section 149 of the Act stipulates the criteria of Independence and pursuant to said section an independent director can hold office for a term upto 5(five) consecutive years on the Board of the company and shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Mrs. Harshika that she meets the criteria of Independence as prescribed under sub- section(6) of section 149 of the Act. The Board feels that presence of Mrs. Harshika on the Board is desirable and would be beneficial to the company and hence recommend the resolution for adoption.

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. Harshika to the extent of her appointment.

The Board recommends the Resolutions as set out at item Nos. 6 of the Notice for your approval.

ITEM NO. 7

In furtherance to the Resolution No. 7 of this notice, the said borrowings/ issue of securities may be required to be secured by way of mortgage/ charge over all or any part of the movable and/or immovable assets of the Company and as per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the shareholders of the Company. Accordingly, it is proposed to pass an enabling resolution authorizing the Board to create charge on the assets of the Company for a value not exceeding Rs. 5 Crores (Rupees Five Crores Only).

The Directors recommends the resolution for members' approval as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 8

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

The Company is in need of funds in order to recover from the accumulated losses. With a view to meet the funds requirements of the Company for both short term as well as long term, the Company may require to borrow from time to time by way of loans and/or issue of Bonds, Debentures, Inter Corporate Deposits or other securities and the existing approved limit may likely to be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company upto Rs.5 Crores (Rupees Five Crores Only).

The Directors recommends the resolution for members' approval as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 9

The Articles of Association (hereinafter referred to as "AOA") of the company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which is no longer in force. Consequent upon coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletion in several articles. It is expedient to replace the existing AOA by the new set of Articles. The company cannot alter its Articles of Association without the approval of members by passing a Special Resolution. The new set of Articles of Association is available for inspection at the registered office of the Company during normal business hours on any working day, excluding Saturday.

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

The Board recommends the Resolutions as set out at item Nos. 9 of the Notice for your approval.

ANNEXURE TO ITEMS 2, 4, 5 AND 6 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Viral Chavda	Mr. Shital Mutha	Mr. Dinesh Bainwal	Mrs. Harshika
Director Identification Number (DIN)	06747412	03157346	06361230	07132860
Date of Birth	25/11/1988	07/06/1978	11/02/1989	26/12/1988
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	20/01/2014	31/03/2014	31/03/2014	31/03/2015
Qualification	Pharma Profession	Chartered Accountant	Diploma	B.com , CS
Shareholding in the Company	Nil	Nil	Nil	Nil
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	Nil	1) Fortune Productions Private Limited 2) Risa International Limited 3) Aagam Capital Limited	1) Shree Manufacturing Company Limited	1) Duke Offshore Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil	1) Risa International Limited 2) Aagam Capital Limited	Nil	1) Duke Offshore Limited

There are no inter-se relationships between the Board Members.

By Order of the Board of Directors

Place: Secunderabad
Date: 13th August, 2015

S.K. Pathki
Director

DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 26th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

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	2014-2015	2013-14
Gross Income	26,65,677	93,43,593
Profit / (Loss) Before Interest and Depreciation	19,205	9,11,327
Finance Charges	(151)	(374)
Gross Profit/(Loss)	19,054	9,10,953
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	19,054	9,10,953
Provision for Tax	--	--
Net Profit/(Loss) After Tax	19,054	9,10,953
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	19,054	9,10,953
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. 19,054 for financial year under review is transferred to reserves. The total reserves for the financial year 2014-15 is Rs. -2,63,05,668.

5. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2015 is Rs. 3,04,65,880/- comprising of Equity Shares of Rs. 10/- each amounting to Rs. 30,46,58,800/-.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provisions of the Companies Act, 2013, Mr. Viral Chavda, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Further, during the year Mrs. Harshika was appointed as Additional Independent Director on the Board.

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 Six Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given as under.

Sr. No.	Date	Sr. No.	Date
	Board Meeting		Audit Committee
1.	31 st March, 2015	1.	30 th January, 2015
2.	30 th January, 2015	2.	30 th October, 2014

3.	30 th October, 2014	3.	30 th July, 2014
4.	25 th October, 2014	4.	18 th April, 2014
5.	29 th September, 2014		
6.	30 th July, 2014		
7.	26 th April, 2014		
8.	18 th April, 2014		
9.	02 nd April, 2014		

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

8. **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration committee.

9. **COMMITTEES OF THE BOARD**

During the year, in accordance with provision of Companies Act, 2013, the Board of Directors of the Company has Constituted Audit Committee as required under Companies Act 2013 and re-constituted the existing committees viz., Stakeholders Relationship Committee [formerly known as Shareholders'/Investors' Grievance Committee"] and nomination and Remuneration Committee (formerly known as Remuneration Committee). There are currently three committees of the Board, as following:

1) Audit Committee

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect of auditing and accounting matters. It also supervises the Company's financial reporting process.

The Audit Committee Comprises of 3 directors. The Chairman of the Audit Committee is a Non-executive and Independent Director. The Composition of the Audit Committee is as under:

Sr. No.	Name	Category	Designation
1	CA Shital Mutha	Independent Director	Chairman
2	Mr. Dinesh Bainwal	Independent Director	Member
3	Mr. S. K. Pathki	Director	Member

2) Nomination and Remuneration Committee

The Company has re-constituted Nomination and Remuneration Committee and presently the Remuneration committee comprises of 3 (three) Director, as on date 2 are non executive and independent Directors.

The composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Dinesh Bainwal	Independent Director	Chairman
2	CA Shital Mutha	Independent Director	Member
3	Mr. S. K. Pathki	Director	Member

3) Stakeholders Relationship Committee

The Board of Directors of the Company has re-constituted a Committee of Directors which also functions as 'Shareholders'/Investors Grievances Committee', consisting of two members, chaired by non executive Director. The Committee, inter-alia, deals with various matters relating to:

- transfer/transmission of shares;
- issue of duplicate share certificates;
- Investors` grievances and redressal mechanism and recommend measures to improve the level of investor services.

Details of shares transfer/transmission approved by the Committee and Shareholders'/Investors' grievances are placed at the Board Meetings from time to time.

Sr. No.	Name	Category	Designation
1	CA Shital Mutha	Independent Director	Chairman
2	Mr. Dinesh Bainwal	Independent Director	Member
3	Mr. Viral Chavda	Director	Member

10. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

11. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the year under review.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

12. AUDITORS

The Auditors, M/s Ramanand & Associates., Chartered Accountants, Mumbai, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of the conclusion of this Annual General Meeting [AGM] till the conclusion of 30th Annual General Meeting.

13. AUDITORS' REPORT

The Directors are of opinion that the comments in the Auditors report are self explanatory and do not call for any further explanations.

14. SECRETARIAL AUDIT REPORT

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report from RAVI KOTHARI & ASSOCIATES, Practicing Company Secretary, Mumbai, is enclosed as Annexure II to this report. There are no qualifications in the Auditors Report and the observations and suggestions made by the Auditors in their report are self-explanatory.

15. INTERNAL AUDIT

The Company has in-house Internal Audit system and the internal audit report was submitted on Quarterly basis to the Company.

16. VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

17. RISK MANAGEMENT POLICY

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

18. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

19. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as “code of business conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website www.chplindustriesltd.com.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy, technology absorption, foreign exchange earnings and outgo are Nil during the year under review.

21. INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

22. LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to Ahmedabad Stock Exchange Limited.

23. OTHER INFORMATION

Your Directors hereby states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. During the year under review, the Company has not made any investments or given guarantee’s or provided securities falling under the provisions of Section 186 of the Companies Act, 2013 and during the year there is no change in the Loan given.
2. There are no contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013.
3. Your Company has not provided, Guarantees or made Investment pursuant to Section 186 of the Companies Act, 2013;
4. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) is not applicable to the Company, hence, there is no need to develop policy on CSR and take initiative thereon;
5. The Company do not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same;
6. The Company has not accepted deposits covered under Chapter V of the Act;
7. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company’s operations in future.
8. Since, the Company having paid-up capital less than the threshold provided under Clause 49 of the Listing Agreement, hence, the Company need not required to address Reports on Corporate Governance, certificate/s pertains thereto and, Management Discussion and Analysis Report
9. There are no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24. ACKNOWLEDGEMENTS

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

**S.K. Pathki
Chairman & Executive Director**

Place: Secundarabad
Date: 13th August, 2015

ANNEXURE INDEX

Annexure	Content
I	Annual Return Extracts in MGT 9
II	MR-3 Secretarial Audit Report

Annexure I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L65921TG1989PLC010151
2	Registration Date	21/06/1989
3	Name of the Company	CHPL INDUSTRIES LIMITED
4	Category/Sub-category of the Company	Category : Company Limited by Shares Sub-Category : Indian Non-Government Company
5	Address of the Registered office & contact details	Address : Shop No 2, Budhabhavanam,(Amco) Mg Road, Secunderabad – 500003. Email ID: chplindustries@gmail.com Tel: +91 40 27542651 Email: chplindustries@gmail.com Web: www.chplindustriesltd.com
6	Whether listed company	Listed on Ahmedabad Stock Exchange Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Purva Shareregistry (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: 022-23016761/8251 Fax: 022-23012517 Email: busicomp@vsnl.com Web: www.purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NIL		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April, 2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	--	1564348	1564348	51.35%	--	939348	30.83%	30.83%	(20.52%)
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1 st April, 2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Bodies Corp.	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)	--	1564348	1564348	51.35%	--	939348	939348	30.83%	(20.52%)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	--	22800	22800	0.75%	--	22800	22800	0.75%	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	--	1048054	1048054	34.40%	--	718940	718940	23.60%	10.80%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	361486	361486	34.40%	1118300	197300	1315600	43.18%	8.78%
c) Others (specify)	--	--	--	--	--	--	--	--	--
Non Resident Indians	--	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Hindu Undivided Families	--	49900	49900	1.64%	--	49900	--	1.64%	0.00%
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	--	1482240	1482240	48.65%	1118300	988940	2107240	69.17%	20.52%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April, 2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	1482240	1482240	48.65%	1118300	988940	2107240	69.17%	20.52%
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	--	3046588	3046588	100.00%	1118300	1928288	3046588	100.00%	--

B) Shareholding of Promoter-

Sr No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2014)			Shareholding at the end of the year (31 st March, 2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	AVKS Prasad	756406	24.83%	--	131406	4.31%	--	20.52%
2	B N Sistla	337401	11.07%	--	337401	11.07%	--	--
3	S K Patki	470541	15.44%	--	470541	15.44%	--	--

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	AVKS Prasad				
1.	At the beginning of the year (1 st April, 2014)	756406	24.83%	--	--
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	Date	Reason			
	27 th May, 2014	Transfer		(6,25,000)	(20.52%)
3.	At the end of the year (31 st March, 2015)	--	--	1,31,406	4.31%
	B N Sistla				
1.	At the beginning of the year (1 st April, 2014)	756406	24.83%	--	--
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
3.	At the end of the year (31 st March, 2015)	--	--	756406	24.83%
	S K Pathki				
1.	At the beginning of the year (1 st April, 2014)	470541	15.44%	--	--
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
3.	At the end of the year (31 st March, 2015)	--	--	470541	15.44%

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (1 st April, 2014)		Cumulative Shareholding during the Year (31 st March, 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MITESH KATARIA				
	At the beginning of the year	--	--		
	Date	Reason			
	27.05.2014	Transfer		625000	20.51%

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (1 st April, 2014)		Cumulative Shareholding during the Year (31 st March, 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the end of the year	625000	20.51%	--	--
2.	SHAILA R LUKAD				
	At the beginning of the year	120000	3.94%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	--	--	120000	3.94%
3.	T RATAN SRINIVAS				
	At the beginning of the year	89500	2.94%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	--	--	89500	2.94%
4.	STANTABEN B SHAH				
	At the beginning of the year	65000	2.13%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	--	--	65000	2.13%
5.	MANJULA D BHADRA				
	At the beginning of the year	63300	2.08	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	--	--	63300	2.08
6.	GEETA K BHANUSHALI				
	At the beginning of the year	60000	1.97%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	--	--	60000	1.97%
7.	NAYNA VIKMANI				
	At the beginning of the year	--	--	--	--
	Date	Reason			
	21.06.2014	Transfer	--	525000	1.72%
	At the end of the year	525000	1.72%	--	--
8.	RANJAN GADA				
	At the beginning of the year	--	--	--	--
	Date	Reason			
	21.06.2014	Transfer	--	475000	1.56%
	At the end of the year	475000	1.56%	--	--
9.	KETAN K MOTA				
	At the beginning of the year	42500	1.40%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	--	--	42500	1.40%
10.	DAYASHANKAR K NAKAR HUF				
	At the beginning of the year	42500	1.40%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	--	--	42500	1.40%

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (1 st April, 2014)		Cumulative Shareholding during the Year (31 st March, 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	S.K. PATHKI				
	At the beginning of the year	470541	15.44%	--	--
	Date wise Increase / Decrease in Shareholding during	No Change	No Change	No Change	No Change

	the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	--	--	470541	15.44%
2.	SHITAL MUTHA				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	--	--
3.	DINESH HARGYANSINGH BAINWAL				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	--	--
4.	HARSHIKA				
	At the beginning of the year	--	--	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	--	--	--	--
	At the end of the year	--	--	--	--

V. **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	2522605	--	2522605
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	2522605	--	2522605
Change in Indebtedness during the financial year				
* Addition	--	--	--	--
* Reduction	--	(1387605)	--	(1387605)
Net Change	--	(1387605)	--	(1387605)
Indebtedness at the end of the financial year				
i) Principal Amount	--	1135000	--	1135000
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	1135000	--	1135000

VI. **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr.No.	Particulars of Remuneration	Name of Executive Director Mr. Viral Chavda
	Gross salary	24000
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--
2	Stock Option	--
3	Sweat Equity	--
4	Commission - as % of profit - others, specify	--
5	Others, please specify	--
	Total (A)	24000
	Ceiling as per the Act	11% of Net Profit

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Shital Mutha	Mr. Dinesh Bainwal	Mr. Harshika	
1.	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	--	--	--	--
	Total (1)	--	--	--	--
2.	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	--	--	--	--
	Total (2)	--	--	--	--
	Total (B)=(1+2)	--	--	--	--
	Total Managerial Remuneration	--	--	--	--
	Overall Ceiling as per the Act	11% of the Net Profit			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. no.	Particulars of Remuneration	Mr. Viral K Chavda, CFO
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-- -- --
2.	Stock Option	--
3.	Sweat Equity	--
4.	Commission - as % of profit - others, specify...	--
5.	Others, please specify	--
6.	Total	

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NONE

For and on behalf of the Board of Directors

Place: Secundarabad
Date: 13th August, 2015

S.K. Pathki
Chairman & Executive Director

Annexure II
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

The Members,
CHPL INDUSTRIES LIMITED
CIN NO: L65921TG1989PLC010151
Add: Shop No 2, Budhabhavanam, (Amco) ,
Mg Road, Secunderabad,
Telangana- 500 003

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CHPL INDUSTRIES LIMITED**. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **CHPL INDUSTRIES LIMITED**. books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **CHPL INDUSTRIES LIMITED**. for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure

- (d) Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The list of other laws applicable to the Company is Factories Act, 1948, Industrial Dispute Act, 1947, The Payment of Wages Act, 1936, Employees State Insurance Act, 1948, The Employees Provident Fund & Miscellaneous Provisions Act, 1952, Payment of Bonus Act, 1965, The Payment of Gratuity Act, 1972, The Maternity Benefit Act, 1961, The Child Labour (Prohibition & Regulation) Act, 1986, The Industrial Employment (Standing Orders) Act, 1946, The Apprentices Act, 1961, Equal Remuneration Act, 1976, The Environment (Protection) Act, 1986, The Hazardous Wastes (Management, Handling & Transboundary Movement) Rules, 2008.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Ahmedabad Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

PLACE: MUMBAI
DATE : 31st July, 2015

FOR RAVI KOTHARI & ASSOCIATES

ACS Ravi Kothari
Membership No.: 34207
C.O.P No.: 12773

Annexure A

To,
The Members
CHPL INDUSTRIES LIMITED
CIN NO: L65921TG1989PLC010151
Add: Shop No 2, Budhabhavanam, (Amco) ,
Mg Road, Secunderabad,
Telangana- 500 003

My Report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to be express on option on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examinations were limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature

Ravi Dinesh Kothari
Practising Company Secretary
Membership No: 34207
Certificate of Practice Number: 12773

Independent Auditors' Report

**TO THE MEMBERS OF,
M/S. CHPL Industries Limited,**

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S. CHPL Industries Limited** ("the company"), which comprises the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

For Ramanand & Associates
Chartered Accountants
F.R.N:117776W

CA Ramanand Gupta
Partner
M.No:103975

Place: Hyderabad
Date: 29th May, 2015

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of **M/S. CHPL Industries Limited** (the Company') for the year Ended on 31st March, 2015. We report that:

Sr. No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Not Applicable
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Not Applicable
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management;	Not Applicable
	(b) Are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business? If not, the inadequacies in such procedures should be reported;	Not Applicable
	(c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;	Not Applicable
(iii)	Whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,	Not Applicable
	(a) whether receipt of the principal amount and interest are also regular; and	Not Applicable
	(b) if overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;	Not Applicable
(iv)	Is there an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services? Whether there is a continuing failure to correct major weaknesses in internal control system.	Yes

(v)	In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with or not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	Not Applicable
(vi)	where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained;	Not Applicable
(vii)	(a) is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	Yes
	(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).	No such disputes pending.
	(c) Whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.	Not Applicable
(viii)	Whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year;	Yes, the company's accumulated losses are more than 50% of its Net Worth but the company has not incurred any cash loss in current & in preceding financial year.
(ix)	Whether the company has defaulted in repayment of dues to a	No

	financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;	
(x)	Whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;	No
(xi)	Whether term loans were applied for the purpose for which the loans were obtained;	Yes
(xii)	Whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.	No

For Ramanand & Associates
Chartered Accountants
F.R.N:117776W

CA Ramanand Gupta
Partner
M.No:103975

Place: Hyderabad
Date: 29th May, 2015

M/s. CHPL Industries Limited

Shop no.2,(AMCO) Budhabhavanam, MCH Complex, M.G. Road, Secunderabad – 500 003.

BALANCE SHEET AS AT 31ST MARCH, 2015.

Particulars	Note No.	Amount in Rs.	Amount in Rs.
		<i>Figures as at the end of current reporting period</i>	<i>Figures as at the end of previous reporting period</i>
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	3	3,04,65,880	3,04,65,880
(b) Reserves and Surplus	4	(2,63,05,668)	(2,68,82,940)
<u>(2) Non-Current Liabilities</u>			
(a) Long-Term Borrowings	5	11,35,000	25,22,605
(b) Deferred Tax Liabilities (Net)			
<u>(4) Current Liabilities</u>			
(a) Other Current Liabilities	6	22,472	5,000
(b) Short Term Provisions	7	1,12,708	-
Total Equity & Liabilities		54,30,392	61,10,545
II.ASSETS			
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Assets</u>			
(i) Gross Block		-	-
(ii) Depreciation		-	-
(iii) Net Block		-	-
<u>(2) Current Assets</u>			
(a) Current investments		-	-
(c) Cash and cash equivalents	8	8,10,744	18,50,941
(d) Short-term loans and advances	9	46,19,648	42,59,604
Total Assets		54,30,392	61,10,545
NOTES TO ACCOUNTS			
<i>Schedules referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>This is the Balance Sheet referred to in our Report of even date.</i>			
For Ramanand & Associates		FOR CHPL Industries Limited	
Chartered Accountants			
CA Ramanand Gupta		VIRAL CHAVDA	S.K. PATHKI
Partner		(DIRECTOR)	(DIRECTOR)
Membership No. : 103975			
Firm Reg. No.: 117776W			
Place: Hyderabad			
Dated: 29 th May, 2015			

M/s. CHPL Industries Limited

Shop no.2,(AMCO) Budhabhavanam, MCH Complex, M.G. Road, Secunderabad – 500 003.

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31st MARCH, 2015

Sr. No	Particulars	Note No.	Amount in Rs.	Amount in Rs.
			<i>Figures as at the end of current reporting period</i>	<i>Figures as at the end of previous reporting period</i>
I	Revenue from operations	10	20,93,375	93,43,593
II	Other Income	11	5,72,302	-
III	III. Total Revenue		26,65,677	93,43,593
IV	Expenses:			
	Cost of materials	12	17,15,482	82,46,255
	Employee Benefit Expense	13	1,29,000	29,150
	Financial Costs	14	151	374
	Other Administrative Expenses	15	8,01,990	1,56,861
	IV. Total Expenses		26,46,623	84,32,640
V	Profit before exceptional and extraordinary items and tax	(III - IV)	19,054	9,10,953
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (IV - V)		19,054	9,10,953
VIII	Extraordinary Items		-	-
IX	Profit before tax (VI - VII)		19,054	9,10,953
X	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	(3) Short / Excess Provision for Taxation		-	-
XI	Profit(Loss) from the period from continuing operations	(IX-X)	19,054	9,10,953
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XI - XII)		-	-
XV	Profit/(Loss) for the period (X + XIII)		19,054	9,10,953
XVI	Earning per equity share:			
	(1) Basic		0.01	0.30
	(2) Diluted		0.01	0.30

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement

This is the Profit & Loss Statement referred to in our Report of even date.

For Ramanand & Associates
Chartered Accountants

CA Ramanand Gupta
Partner
Membership No. : 103975
Firm Reg. No.: 117776W

FOR CHPL Industries Limited

VIRAL CHAVDA
(DIRECTOR)

S.K. PATHKI
(DIRECTOR)

PLACE: Hyderabad
DATED: 29th May, 2015

M/s. CHPL Industries Limited

Shop no.2,(AMCO) Budhabhavanam, MCH Complex, M.G. Road, Secunderabad – 500 003.

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2015

Amount in Rs.

PARTICULARS	As at 31-03-2015	As at 31-03-2014
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit /(Loss) before tax and Extraordinary items	19,054	9,10,953
Operating profit/(Loss) before working capital changes	19,054	9,10,953
Adjusted for		
Trade receivables (Increase)/Decrease	-	-
Sundry Creditors Increase/(Decrease)	-	-
Other Liabilities increase/(Decrease)	1,30,180	5,000
Increase in loans and advances	(3,60,044)	-
Cash generated from operations		
Net Cash Flow from Operating Activities - A	(2,10,810)	9,15,953
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Cash Flow from Investing Activities - B	-	-
C. Cash Flow from Financial Activities:		
Intercompany Deposit	-	(40,00,000)
Increase in Share Capital	-	49,33,000
Increase in General Reserves (I.T. Refund)	5,58,218	-
Borrowings (Net)	(13,87,605)	-
Net Cash Flow from Financing Activities -C	(8,29,387)	9,33,000
Net Increase /(Decrease) In Cash And Cash Equivalents (A+B+C)	(10,40,197)	18,48,953
Cash and cash equivalents as at 1st April, 2014	18,50,941	1,988
Cash & cash equivalents as at 31st March, 2015	8,10,744	18,50,941

For Ramanand & Associates
Chartered Accountants

CA Ramanand Gupta
Partner

Membership No. : 103975
Firm Reg. No.: 117776W

FOR CHPL Industries Limited

VIRAL CHAVDA **S.K. PATHKI**
(DIRECTOR) **(DIRECTOR)**

PLACE: Hyderabad
DATED: 29th May, 2015

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015**Note : 3 Share Capital**

Sr. No	Particulars	Amount in Rs.	Amount in Rs.
		Current Year	Previous Year
1	AUTHORIZED CAPITAL 36,50,000 Equity Shares of Rs. 10/- each.	3,65,00,000	3,65,00,000
		3,65,00,000	3,65,00,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL To the Subscribers of the Memorandum 30,46,588 Equity Shares of Rs. 10/- each, Fully Paid up Share capital by allotment 30,46,588 Equity Shares of Rs. 10/- each, Fully (P/Y 2553288 nos @Rs.10/- and 23300 @Rs.5/-)	3,04,65,880	3,04,65,880
	Total	3,04,65,880	3,04,65,880

Reconciliation of shares at the beginning and at the end of the review period

Number of shares at the beginning of the year	30,46,588	25,76,588
Less: Shares forfeited during the year	-	23,300
Add: Preferential Allotment	-	4,93,300
Number of shares at the end of the year	30,46,588	30,46,588

Shareholders having more than 5% Shares

Name of the shareholder	No. of shares as at	No. of shares as at
	Current Year	Previous Year
B N Sistla	3,37,401	3,37,401
SK Pathki	4,70,541	4,70,541
Mitesh Kataria	6,25,000	Nil

Note : 4 Reserve & Surplus

Sr. No	Particulars	Current Year	Previous Year
1	Capital Reserve	23,50,000	23,50,000
2	General Reserve	18,25,195	12,47,923
3	Surplus (Deficit) - Profit & Loss Account		
	Balance brought forward from previous year	(3,04,80,863)	(3,04,80,863)
	Add: Profit for the period	19,054	9,10,953
	Less: Transfer to General Reserve	19,054	9,10,953
	Total	(2,63,05,668)	(2,68,82,940)

Note : 5 Long Term Borrowings

Sr. No	Particulars	Current Year	Previous Year
1	Loans From Directors	11,35,000	25,22,605
	Total	11,35,000	25,22,605

Note : 6 Other Current Liabilities

Sr. No	Particulars	Amount in Rs.	
		Current Year	Previous Year
1	Audit Fees Payable	22,472	5,000
	Total	22,472	5,000

Note : 7 Short Term Provisions

Amount in Rs.

Sr. No	Particulars	Amount in Rs.	
		Current Year	Previous Year
1	Provision for Directors' Sitting fees	30,000	-
2	Provision for Rent	33,708	-
3	Provision for Salary & Assisting Charges	49,000	-
	Total	1,12,708	-

Note : 8 Cash & Cash Equivalent

Amount in Rs.

Amount in Rs.

Sr. No	Particulars	Amount in Rs.	
		Current Year	Previous Year
1	Cash-in-Hand		
	Cash Balance	21,918	11,543
	Sub Total (A)	21,918	11,543
2	Bank Balances		
	With Punjab National Bank	7,86,838	18,37,410
	With Andhra Bank	1,988	1,988
	Sub Total (B)	7,88,826	18,39,398
	Total [A + B]	8,10,744	18,50,941

Note : 9 Short Terms Loans and Advances

Sr. No	Particulars	Amount in Rs.	
		Current Year	Previous Year
1	Loans & Advances from related parties	-	-
2	Others		
3	<i>Advance Recoverable in cash or in kind or for value to be considered good</i>		
	ICD - D & C Capstone	15,00,000	15,00,000
	Deposit - Edge Consultancy Services	25,00,000	25,00,000
4	Advance Income Tax/Refund Due	-	1,31,003
5	Sundry deposit -MCH	1,11,934	1,11,934
6	Sundry Deposit - Others	16,667	16,667
7	Interest Accrued on Advances	1,71,943	-
8	Advisory Fees Receivables	2,70,000	-
9	Balances with Revenue Authorities		
	TDS on Interest Income	19,104	-
	TDS on Advisory Fees	30,000	-
	Total	46,19,648	42,59,604

Notes Forming Part of the Profit & Loss Accounts as at 31st March, 2015**Note : 10 Revenue from Operations**

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Sales	17,48,000	85,43,593
2	Advisory Services - Revenue	3,45,375	8,00,000
	Total	20,93,375	93,43,593

Note : 11 Other Income

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Interest on Income Tax Refund	3,81,255	-
2	Interest on Loans & Advances	1,91,047	-
	Total	5,72,302	-

Note : 12 Cost of Material

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
a)	<u>PURCHASES OF RAW MATERIALS</u>		
	Raw Material	17,15,482	82,46,255
	Sub-total (a)	17,15,482	82,46,255
b)	<u>DIRECT EXPENSES</u>		
	Sub-total (b)	-	-
	Total	17,15,482	82,46,255

Note : 13 Employment Benefit Expenses

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Salary & Assisting Charges	1,29,000	29,150
	Total	1,29,000	29,150

Note :14 Financial Cost

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Bank Interest & charges	151	374
	Total	151	374

Note : 15 Other Administrative Expenses

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Consultancy Fees	-	21,500
2	Listing Fees	8,427	1,26,504
3	Printing & Stationery	7,350	3,857
4	Audit Fees	22,472	5,000
5	Application Fees	6,11,802	-
6	Professional Fees	49,300	-
7	Registrar & Transfer Charges	27,695	-
8	Rent	44,944	-
9	Conveyance (Board Meeting)	12,000	-
10	Directors Sitting Fees	18,000	-
	Total	8,01,990	1,56,861

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]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :	E-mail Id:	
Address:		
Signature , or failing him		
Name :	E-mail Id:	
Address:		
Signature , or failing him		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on Tuesday, 29th September, 2015 at 11.30 a.m. at Shop No. 2 (AMCO), Budha Bhavanam, MCH Complex, MG Road, Secunderabad – 500 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	To appoint Director in place of Mr. Viral Chavda, who retires by rotation and is eligible for Re-appointment		
3.	To appointment M/s Ramanand & Associates , Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	To Re-Appoint Shital Mutha (DIN: 03157346) as an Independent Director as per Companies Act, 2013		
5.	To Re-appoint of Mr. Dinesh Bainwal (DIN: 06361230) as an Independent Director as per Companies Act, 2013		
6.	To Regularize appointment of Mrs. Harshika (DIN: 07132860) as an Independent Director as per Companies Act, 2013		
7.	Creation of Charge on Movable & immovable properties of the Company		
8.	Powers to the Board of Directors to borrow moneys in excess of paid up capital and free reserves of the Company		
9.	To adopt new set of Articles of Association as per Companies Act, 2013.		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder across
Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

CHPL INDUSTRIES Limited
Registered Office: Shop No. 2 (AMCO), Budha Bhavanam, MCH Complex,
MG Road, Secunderabad – 500 003
CIN: L65921TG1989PLC010151

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the 26th Annual General Meeting of the members of CHPL INDUSTRIES Limited will be held on Tuesday, 29th September, 2015, at 11.30 a.m. at Shop No. 2 (AMCO), Budha Bhavanam, MCH Complex, MG Road, Secunderabad – 500 003

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

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CHPL INDUSTRIES LIMITED
Shop No-2 (AMCO), Budha Bhavam,
MCH Complex, MG Road,
Secunderabad – 500 003