

10/09/2019

CIN: L72900GJ1992PLC017494

TO,
BSE LTD.,
FLOOR 25, P. J. TOWERS
DALAL STREET,
MUMBAI - 400001

SUB.: Submission of Annual Report for the financial year 2018-19 in accordance to the provisions of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
BSE Code: 531327

Dear Sir,

In compliance with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Annual Report of the Company along with Notice of AGM for the financial year 2018-19 which is being dispatched/sent to the shareholders by the permitted mode(s).

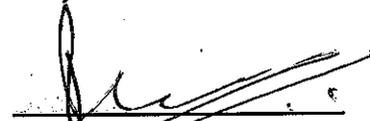
The Annual Report including AGM Notice is also available on the Company's website www.charmsindustries.in

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

For, **CHARMS INDUSTRIES LIMITED**


Authorized Signatory

Encl: As stated

27th

ANNUAL REPORT

2018-19

CHARMS INDUSTRIES LIMITED

27th ANNUAL REPORT 2018-2019

CORPORATE INFORMATION

BOARD OF DIRECTORS

- HARSAD SHANTILAL GANDHI
(Chairman and Director)
- SHIVKUMAR RAGHUNANDAN CHAUHAN
(Managing Director)
- NISHIT MADHAVBHAI RUPAPARA
- NEHAL SHIVKUMAR CHAUHAN
- PARTH SHIVKUMAR CHAUHAN
- BIREN JAGDISHKUMAR THAKER
(Chief Financial Officer)

BANKERS

- INDIAN OVERSEAS BANK
- ICICI BANK
- DEVELOPMENT CREDIT BANK

STATUTORY AUDITOR

M/S. JIGAR SHAH & ASSOCIATES
Chartered Accountants
Ahmedabad

SECRETARIAL AUDITOR

M/S. BRAJESH GUPTA & ASSOCIATES
Company Secretaries
Indore

REGISTERED OFFICE

108-B/109,
SAMPADA BUILDING,
MITHAKHALI SIX ROADS,
OPP-HARE KRISHNA COMPLEX,
B/H KIRAN MOTORS,
AHMEDABAD- 380009.

REGISTRAR AND SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED
A-802, Samudra Complex,
Near Klassic Gold Hotel,
Off C.G. Road Navrangpura,
Ahmedabad-380009.

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As measures of economic, copies of the Annual Report will not be distributed at Annual General Meeting. Shareholders are requested to kindly bring their notice to the meeting.

MANAGING DIRECTOR'S MESSAGE

Dear Shareholders,

We are happy to report a solid performance in Financial Year 2019-20, with 37% increase in total revenue. We have undertaken several strategic initiatives to drive improvement across operating parameters and create a more efficient and sustainable business framework. Focusing on growth investments, while rationalizing cost structures. Growth has been broad-based across key segments, triggering the multiple demand drivers that underpin our multi-faceted business. The trend this year is once again looking positive.

The Technology driven solutions and re-engineering of its business and processes would have stress on current year's performances to achieve long term sustainable market penetration and market share improvements.

On behalf of the Board, I would like to thank all our stakeholders including shareholders, investors, bankers, creditors and employees for their continued support. I would like to express my sincere gratitude to all the members of our Board for their continued insights and invaluable guidance as we explore new opportunities and move ahead with confidence.

Warm regards,

Shivkumar Raghunandan Chauhan
Managing Director
(DIN-00841729)

NOTICE

NOTICE is hereby given that the **27th Annual General Meeting of Charms Industries Limited** will be held on **25th day of September, 2019** at 2.00 PM at registered office of the Company situated 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:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2019 including Audited Balance Sheet as at 31st March 2019 and the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To appoint Director in place of Mrs. Nehalben Shivkumar Chauhan (DIN-02901331), who retires by rotation and being eligible, offers herself for re-appointment as a Director of the Company.

For and on behalf of the Board
Sd/-
Harsad Shantilal Gandhi
Chairman & Director
(DIN: 01056779)

Place: Ahmedabad
Date: 12th August, 2019

IMPORTANT NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority letter, as applicable, issued on behalf of the nominating organization.

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 carrying voting rights. 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 Member.

2. 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.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.

4. 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.
5. 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 and Sundays during business hours up to the date of the Meeting.
6. The register of Directors and Key Managerial Personnel and their shareholding maintained under 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
7. Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice.
8. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
9. 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. 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.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Bigshare Services Private Limited. A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad – 380009, Gujarat for assistance in this regard.
11. The Annual Report of the year 2018-19 of the Company circulated to the Members of the Company will be made available on the Company's website at <http://www.charmsindustries.in/> and also on the website of the respective Stock Exchanges at www.bseindia.com and the physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours and only on working days. Members who have not registered their e-mail addresses so far as requested to receive all communication including Annual Report, Notices, Circulars etc. from the Company electronically, may also register their e-mail addresses.
12. Equity Shares of the Company are available for dematerialization, as the Company has entered into an agreement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization services of its Equity Shares. Those Shareholders who wish to hold shares in electronic form may approach their Depository Participant. ISIN No. of the Company's Equity Share is INE442C01012.
13. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of members and share transfer books of the company will remain closed from Friday, 18th September, 2019 to Friday, 25th September, 2019 (both days inclusive).
14. Any recipient of the Notice, who has no voting rights as on the Cut-off date i.e. 18th September, 2019 shall treat this Notice as intimation only.
15. The Route Map showing direction to reach the venue of the 27th AGM is annexed as per SS-2 on general meetings.

VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, along with Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure

Requirements) Regulation 2015, the company is pleased to provide member's facility to exercise their right to vote at 27th Annual general Meeting by electronic means and the business may be transacted through e-voting services. The members may cast their votes using an electronic voting system through remote e voting services provided by CDSL (Central Depository Services Limited) from a place other than venue of the meeting.

1. The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on 18th September, 2019 (cut-off date) are entitled to vote on the resolutions set forth in this Notice.
2. 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. 18th September, 2019 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Paper at the AGM by following the procedure mentioned in this part.
3. The e-voting facility is available at the link www.evotingindia.com.
4. The remote e-voting begins on 22nd September, 2019 (10:00 a.m.) and will end on 24th September, 2019 (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 i.e. 18th September, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above. The e-voting module shall be disabled by CDSL for voting thereafter.
5. The Company has appointed Mr. Devesh Khandelwal, Proprietor of Khandelwal Devesh & Associates, Practicing Company Secretary (Membership No. FCS: 6897; COP No: 4202, to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
6. The voting rights of Members shall be in proportion to the shares held by them in the

Paid up equity share capital of the Company as on the cut-off date i.e. 18th September, 2019.

7. Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
8. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
9. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
10. 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.

The Procedure and Instructions for Remote E-Voting Are As Under:-

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders.
3. Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting , a consolidated Scrutinizer’s Report of the total votes cast in favour or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.charmsindustries.in/> and shall also be communicated to Stock Exchanges where the shares of the Company are listed in pursuant to Regulation

44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

For and on behalf of the Board
Sd/-
Harsad Shantilal Gandhi
Chairman & Director
(DIN: 01056779)

Place: Ahmedabad
Date: 12th August, 2019

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER
REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS 2015**

NAME OF DIRECTORS	Mrs. Nehal Shivkumar Chauhan
Age /Date of Birth	09/05/1970
Date of Appointment	06/04/2015
Qualification and experience in specific functional areas	H.S.C.
Directorship held in other companies*	NIL
Membership / chairmanships of committees in other Public companies*	NIL
Number of Shares held in the Company	31923
Relationship of the Directors Inter se	<ul style="list-style-type: none"> • Parth Shivkumar Chauhan (Son) • Shivkumar Raghunandan Chauhan (spouse)

*Pvt. Companies excluded

For and on behalf of the Board
Sd/-
Harsad Shantilal Gandhi
Chairman & Director
(DIN: 01056779)

Place: Ahmedabad

Date: 12th August, 2019

ROAD MAP FOR VENUE OF ANNUAL GENERAL MEETING OF CHARMS INDUSTRIES LIMITED



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

DIRECTORS REPORT

TO THE MEMBERS OF CHARMS INDUSTRIES LIMITED

The Directors are pleased to present this 27th Annual Report and the Audited Statement of Accounts for the year ended March 31, 2019.

1. FINANCIAL RESULTS

Particulars	For the year ended March 31, 2019 (Rs in lakh)	For the year ended March 31, 2018 (Rs in lakh)
Total Income including exceptional items	560.21	406.18
Profit / (Loss) Before Depreciation	(5.11)	(4.99)
Less : Depreciation	0.33	1.31
Profit / (Loss) Before Tax	(5.44)	(6.30)
Less : Income Tax	-	-
Less : Deferred Tax	(0.06)	-
Profit / (Loss) After Tax	(5.38)	(6.30)
Other Comprehensive Income Net of Tax	-	-
Total Comprehensive Income for the year	(5.38)	(6.30)

The Financial Statements of the Company are prepared in accordance with Indian Accounting Standards (IND AS) including the Rules notified under the relevant provisions of the Companies Act, 2013, form part of the Annual Report and Accounts.

2. DIVIDEND

In view to conserve the resource of the Company, your Directors do not recommend any dividend for the year ended 31st March, 2019.

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

4. Reserves

The Company has not transferred any amount to Reserves

5. PERFORMANCE

The Company continued its strides in its core business activities of Money Changing as an RBI Registered Authorized Dealer Category- II

6. SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANIES

The Company does not have any Subsidiary/Associate/Joint venture Companies.

7. Change in Nature of Business

The Company is engaged in the business of Money Changer. There was no change in the nature of business activities of the Company during the year under review

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The boards consist of adequate number of directors as per the Companies act 2013, SEBI Regulations, and other applicable laws.

a. Composition of Board

Name of Directors	Designation	Category	No. of Board Meeting held	No. of Board Meeting Attended
Shivkumar Chauhan	Managing Director	Promoter Executive	6	6
Harsad Shantilal Gandhi	Chairman & Director	Independent	6	6
Parth Shivkumar Chauhan	Director	Promoter Non-Executive	6	6
Nishit Madhavbhai Rupapara	Director	Independent	6	6
Nehal Shivkumar Chauhan	Director	Promoter Non-Executive	6	6

b. Retirement by rotation:

In accordance with the provisions of the Articles of Association of the Company and Companies Act, 2013, Mrs. Nehal Shivkumar Chauhan (DIN-02901331) retires by rotation and being eligible have offered herself for reappointment.

c. Declaration of Independence

Mr. Harsad S. Gandhi (DIN: 01056779) and Mr. Nishit Mr. Rupapara (DIN:02859031) are the existing Independent Directors the Company and the Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 16(1)(b) of Listing Regulations (including any Statutory modification(s) or re-enactment(s) for the time being in force).

d. Evaluation of Board's Performance

Pursuant to provisions of the Companies Act and the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, performance of the Chairman, the Committees and independent Directors without

Participation of the relevant Director. The Nomination and Remuneration Committee of the Board continuously evaluates the performance of the Board and provides feedback to the Chairman of the Board. The independent directors had a separate meeting without the presence of any non independent directors and management and considered and evaluated the Board's performance, performance of the Chairman and other non independent directors and shared their views with the Chairman. The Board had also separately evaluated the performance of the Committees and independent directors without participation of the relevant director.

e. Number of Meetings of The Board

Regular meetings of the Board are held to discuss and decide on various business policies, strategies, financial matters and other businesses. During the year, the Board duly met Six (6) times on 25th May,2018, 14th August,2018, 16th October, 2018, 01st November,2018, 11thFebruary,2019 and 28th March,2019 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

9. EXTRACT OF ANNUAL RETURN AS PER SECTION 92(3) OF COMPANIES ACT, 2013

An extract of Annual Return as at 31st March 2019 pursuant to section 92(3) of the Companies Act, 2013 and forming part of this Report is attached as "Annexure 1" to this Report.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) of the Companies Act, 2013, your Directors confirm:

i) that in the preparation of the annual accounts, the applicable accounting standards had been followed

along with proper explanation relating to material departures, if any;

ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

iii) That the Directors had 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 for preventing and detecting fraud and other irregularities;

iv) That the Directors had prepared the annual accounts on a going concern basis.

v) That 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; and

vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

11. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS

a. AUDIT COMMITTEE:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

The details of composition of Audit Committee are as follows:

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	Position	NUMBER OF MEETINGS	
			HELD	ATTENDED
Mr. Harsad S. Gandhi	Independent and Non Executive	Chairman	4	4
Mr. Nishit M. Rupapara	Independent and Non Executive	Member	4	4
Mr. Shivkumar R. Chauhan	Promoter and Managing Director	Member	4	4

Terms of reference: The broad terms of reference of the Audit Committee are as under:

- Reviewing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment, remuneration and terms of appointment of external Auditor. Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- Reviewing periodically the adequacy of the internal control system.- Discussions with Internal Auditor on any significant findings and follow up there on

Meetings:

During the met Five (4) times on, 25th May,2018, 14th August, 2018, 01st November, 2018 and 11th February, 2019. The necessary quorum was present at the Meetings.

b. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The composition of the Committee is in conformity with the provisions of the said section.

The details of composition of Nomination and Remuneration Committee are as follows:

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	Position
Mr. Harsad S. Gandhi	Independent Non Executive	Chairman
Mr. Nishit M. Rupapara	Independent Non Executive	Member
Mrs. Nehal S. Chauhan	Promoter Non Executive	Member

Terms of reference:

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- Devising a policy on Board diversity;
- Formulation of Remuneration policy;
- Review the structure, size and composition of the Board;
- Identifying and selection of candidates for appointment as Directors;
- Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of Independent Directors and the Board.

Meetings:

During the Year, 1 (one) meeting of the committee was held on 11th February, 2019..

The Board has on the recommendation of Nomination and Remuneration Committee framed a policy on director's appointment and remuneration of Directors including criteria for determining

qualification, positive attributes, independence of directors and remuneration for directors, Key Managerial Personnel and other employees.

c. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The details of composition of Stakeholders Relationship Committee are as follows:

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	Position
Mr. Harsad S. Gandhi	Independent Non Executive	Chairman
Mr. Shivkumar R. Chauhan	Promoter and Managing Director	Member
Mr. Parth Shivkumar Chahun	Non Executive	Member

Details of Investor's grievances/ Complaints:

The Company has not received any complaints during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2018 are NIL.

Mr. Shivkumar R. Chauhan is the Compliance Officer of the Company for the above purpose.

Meetings:

The Committee duly met 01 (one) times on 11th February, 2019.

12. INDEPENDENT DIRECTORS MEETING:

The Independent Directors of the Company met during the year on 11th February, 2019 without the attendance of non-Independent Directors and members of the Board. The Independent Directors reviewed the performance of the non-independent Directors and Board as whole. the performance of the Chairman taking into account the views of executive Directors and non-executive Directors and assessed the quality, quantity and timeline of flow of information between company management and board.

13. Auditors

a. Statutory Auditors:

The present Auditors of the Company M/s. Jigar Shah & Associates, Chartered Accountants, Ahmedabad (FRN.:128263W) Chartered Accountants, were appointed as Auditors for a period of 5 year(s) at the 26th Annual General Meeting held on 28th September, 2018 to hold office till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2023.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

b. Cost Auditor:

As the cost audit is not applicable to the Company, therefore the Company has not appointed the Cost Auditor pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014.

c. Internal Auditor

The Board of Directors has on the recommendation of Audit Committee, and pursuant to the provision of Section 138 of the Companies Act 2013, in their meeting held on 11th February, 2019 has appointed Mr. Praful N. Shah & Co., Chartered Accountant, as an Internal Auditor of the Company for the financial year 2018-19.

d. Secretarial Auditor:

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. Mr. Brajesh Gupta, Company Secretaries had been appointed to issue Secretarial Audit Report for the Period ended on 31st March, 2019. Secretarial Audit Report issued by Mr. Brajesh Gupta, Company

For the period ended on 31st March 2019. Secretarial Audit Report issued by Mr. Brajesh Gupta, Company Secretaries in Form MR-3, attached and marked as **Annexure "2"**, for the period under review, forms part of this report. The said report contains observation or qualification certain observation and qualification which are mentioned here in under.

- The Company has not complied with provision of section 203 of Companies Act, 2013 as there was no full time Company Secretary till the 15th October, 2018.

The Board of Directors of your Company would like to explain on the said observation relating to appointment of Company Secretary that the Board of your company was unable to find suitable candidate for such post and on finding such person the Company appointed Mrs. Rohini Abhishek Chauhan as Company Secretary and Compliance Officer of the Company on 16th October, 2018.

- Non-Compliance of regulation 6(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall appoint a qualified company secretary as the compliance officer, however the company does not appoint the same for a period of 1st April, 2018 to 15th October, 2018 and 20th February, 2019 to 31st March, 2019.

As explained herein above that due to non Appointment of full time Company Secretary, the Company could not appoint Company Secretary as Compliance officer and thereafter on appointment of Mrs. Rohini Abhishek Chauhan as Company Secretary w.e.f. 16th October, 2018, appointed her as Compliance officer and on her resignation on 20th February, 2019, appointed Mr. Dileep Panchal as Company Secretary and Compliance officer on 08th May, 2019.

- Non-Compliance of regulation of 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. hundred percent of shareholding of promoter(s) and promoter group should be in Dematerialized form.

The Board noted the fact about Non-Dematerialization of only 0.48 % of the promoter's holding and accordingly intimated to the concerned promoters.

The company has received a positive confirmation from the promoters who are holding shares in physical form, to initiate the process of converting their shares in demat form.

- Non-Compliance of regulation 14 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 i.e. every Listed Company shall pay Listing fee as applicable to the recognized stock exchange, in the manner as specified by SEBI or the recognized stock exchange.

The Board of Directors of the Company would like to inform you that the Company is in process of making payment of listing fee for the F.Y.2018-19 further the Company is regular in complying the various clauses and regulations of the Listing Agreement and LODR.

- Non-Compliance of the regulation 46(1)and 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall maintain a functional website containing the basis information about listed entity, however the Company does not maintain its website.

The Board of Directors of the Company would like to inform you that due to inadvertent error, the Company failed to renew its website therefore the website was temporary non-functional and the Company has renewed its domain name and updated it .

- Non-compliance of regulation 47 of (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e. Advertisements in Newspapers.

The Board of Directors of the Company would like to inform you that due to inadvertent, the company fails to publish advertisements in newspaper as per Regulation 47 of SEBI (LODR) Regulation,2015.

14. COMPANY SECRETARY:

- MRS. ROHINI ABHISHEK CHAUHAN

The Board of Directors During the year in their meetings held on 16th October, 2018 has Appointed Mrs. Rohini Abhishek Chauhan as whole time company secretary and Compliance Officer of the company

Mrs. Rohini Abhishek Chauhan has resigned from the post of Company Secretary & Compliance Officer of the Company and her resignation was approved by Mr. Shivkumar Raghunandan Chauhan, Managing Director (DIN-00841729) on 20th February, 2019.

- MR. DILEEP PANCHAL

The Board of Directors in their meetings held on Wednesday, 08th May, 2019 has Appointed Mr. Dileep Panchal as whole time company secretary and Compliance Officer of the company.

15. ESTABLISHMENT OF VIGIL MECHANISM

The company has in place a vigil mechanism pursuant to which a Whistle Blower Policy is also in vogue. Whistle Blower Policy covering all stakeholders including employees and directors of the company is hosted on companies' website <http://www.charmsindustries.in/>.

16. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTIN THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

17. RISK MANAGEMENT:

The Company does not have any Risk Management Policy or any statement concerning development and implementation of risk management policy of the company as the elements of risk threatening the Company's existence is very minimal.

13. COMPANY SECRETARY:**- MRS. ROHINI ABHISHEK CHAUHAN**

The Board of Directors During the year in their meetings held on 16th October, 2018 has Appointed Mrs. Rohini Abhishek Chauhan as whole time company secretary and Compliance Officer of the company

Mrs. Rohini Abhishek Chauhan has resigned from the post of Company Secretary & Compliance Officer of the Company and her resignation was approved by Mr. Shivkumar Raghunandan Chauhan, Managing Director (DIN-00841729) on 20th February, 2019.

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The company has in place a vigil mechanism pursuant to which a Whistle Blower Policy is also in vogue. Whistle Blower Policy covering all stakeholders including employees and directors of the company is hosted on companies' website <http://www.charmsindustries.in/>.

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There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

16. RISK MANAGEMENT:

The Company does not have any Risk Management Policy or any statement concerning development and implementation of risk management policy of the company as the elements of risk threatening the Company's existence is very minimal.

17. CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, Report on Corporate Governance is not applicable on the Company as the Company is not having the paid up share capital exceeding Rs. 10 crores and Net worth is exceeding Rs. 25 crores.

18. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provision of section 135(1) of Companies Act 2013 i.e. Corporate Social Responsibility is not applicable on the company. Therefore the company has not constituted CSR committee.

19. STATEMENT OF FORMAL ANNUAL EVALUATION

Nomination and Remuneration Committee annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it. Further, the Board also regularly in their meetings held for various purposes evaluates the performance of all the Directors, committees and the Board as a whole. The Board considers the recommendation made by Nomination and Remuneration Committee in regard to the evaluation of board members and also tries to discharge its duties more effectively. Each Board member's contribution, their participation was evaluated and the domain knowledge they bring. They also evaluated the manner in which the information flows between the Board and the Management and the manner in which the board papers and other documents are prepared and furnished.

20. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope of the Internal Audit function is defined in the Internal Audit Manual. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. The Internal Audit also includes both physical as well as online transaction audit. Based on the report of internal audit function, process owners undertake corrective action in their respective areas

and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report as required under the Listing Agreement with stock exchanges is annexed as a separate **Annexure "3"** forming part of this Report.

22. LISTING

The Equity Shares of the Company are listed on Bombay Stock Exchange. The company yet to pay annual listing fees to the Stock Exchange for the year 2019-20, further the Company is regular in compliances of various clauses and regulations of the Listing Agreement and/or LODR.

23. PARTICULARS REGARDING EMPLOYEES:

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Report and marked as **Annexure- "4"**. No employee of the Company of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24. DEPOSITS

During the year under review, the Company has not accepted or renewed any deposits within the meaning of Section 73 and 76 of the Companies Act 2013 read with the Companies (Acceptance deposits Rules), 2014. There was no deposit which remained unclaimed and unpaid at the end of the year.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES PURSUANT TO SECTION 188(1) OF THE COMPANIES ACT, 2013:

There were no contracts or arrangements or r transactions with any related parties which could be considered material in accordance with the policy of the

Company during the year under review. Hence, the Company is not required to disclose details of the related party transactions in Form AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The company has not made any loans, guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013 during the financial period under review.

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

a. Conservation Of Energy:

- i. the steps taken or impact on conservation of energy : Nil
- ii. the steps taken by the company for utilizing alternate sources of energy : None
- iii. the capital investment on energy conservation equipments : Nil

b. Technology Absorption:

- i. the efforts made towards technology absorption : **None**
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution : **None**
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

- a) The details of technology imported: **None**
- b) The year of import: **N.A.**
- c) Whether the technology has been fully absorbed: **N.A.**
- d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: **N.A.**

- iv. the expenditure incurred on Research and Development : **Nil**

c. FOREIGN EXCHANGE EARNING & OUTGO:

- i) Foreign Exchange Earning: **NIL**
- ii) Foreign Exchange Outgoing: **NIL**

28. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report.

29. GENERAL:

- a. Your Company has not issued any equity shares with differential rights as to dividend, voting or otherwise; and
- b. Your Company does not have any ESOP scheme for its employees/Directors

30. ACKNOWLEDGEMENT

Your Directors place on record the valuable co-operation and assistance extended by Reserve Bank of India, Western Union Financial services Inc., Government Authorities, Bankers, lending Institutions, suppliers and Customers during the year under review. Your Directors also place on record their appreciation for the committed services of the executives and staff of the Company.

For and on behalf of the Board

Sd/-

Harsad Shantilal Gandhi

Chairman & Director

(DIN: 01056779)

Place: Ahmedabad

Date: 12th August, 2019

“Annexure-1”

Form No. MGT-9**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31/03/2019
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN:	L72900GJ1992PLC017494
2.	Registration Date	24/04/1992
3.	Name Of The Company	CHARMS INDUSTRIES LIMITED
4.	Category / Sub-Category Of The Company	Public limited/ Limited by shares
5.	Address Of The Registered Office And Contact Details	108-B/109, Sampada Building, mithakhali Six Roads, Opp-Hare Krishna Complex, B/H Kiran Motors, Ahmedabad- 380009, Gujarat
6.	Whether Listed Company	Yes
7.	Name, Address And Contact Details Of Registrar And Transfer Agent, If Any	Bigshare Services Private Limited A-802 Samudra Complex, Near Klassic Gold Hotel Off C G Road Navrangpura, Ahmedabad- 380 009 Email: bssahd@bigshareonline.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)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Full Fledge Money Changer	64990	99.82%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of share held	Applicable section
NIL					

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2018)				No. of Shares held at the end of the year (31/03/2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	996225	4840	1001065	24.38	995623	4840	1000463	24.37	(0.01)
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI									
f) Any other...									
Sub-total (A) (1):-	996225	4840	1001065	24.38	995623	4840	1000463	24.37	(0.01)
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	996225	4840	1001065	24.38	995623	4840	1010443	24.61	0.23
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
C) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-

e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	82293	15900	98193	2.39	107520	15900	123420	3.01	0.62
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1034650	618900	1653550	40.27	1056157	610100	1666257	40.58	0.31
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1034868	204100	1238968	30.17	1036868	204100	1240968	30.22	0.05
c) Others (specify)									
i) Non Resident Repatriates	63	70000	70063	1.71	63	70000	70063	1.71	-
ii) Non Resident Non Repatriates	223	-	223	0.01	223	-	223	0.01	-
iii) Clearing Members	44038	-	44038	1.07	4706	-	4706	0.11	(0.96)
Sub-total (B)(2):-	2196135	908900	3105035	75.62	2205537	900100	3105637	75.64	0.02
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2196135	908900	3105035	75.62	2205537	900100	3105637	75.64	0.02
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3192360	913740	4106100	100	3201160	904940	4106100	100	0.00

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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	Shivkumar R. Chauhan	968540	23.59	-	968540	23.59	-	-
2	Nehal S. Chauhan	32525	0.79	-	31923	0.77	-	-0.02
	Total	1001065	24.38	-	1000463	24.36	-	-0.02

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

Sr No	NAME	Shareholding		Increase/Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (01.04.2018/ end of year 31.03.2019)	% total Shares of the Company		No of Shares	% total Shares of the Company
1	SHIVKUMAR R. CHAUHAN	968540	23.59	0	968540	23.59
2	NEHAL S CHAUHAN	32525	0.79	-602	31923	0.78
	TOTAL	1001065	24.38	-602	100463	24.36

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SR NO	Name	Shareholding		Cumulative Shareholding during the year	
		No. of Shares At the Beginning (01.04.2018/ end of year 31.03.2019)	% total Shares of the Company	No of Shares	% total Shares of the Company
1	BABULAL JAIN	108295	2.64	108,295	2.64
	No Changes during the year	0	0	0	0
	At the end of the Year	108295	2.64	108,295	2.64
2	REEMA BHAVIN SHAH	97265	2.37	97,265	2.37
	Decrease on 16/11/2018	97,265	2.37	97,265	2.37
	Increase on 23/11/2018	97,265	2.37	97,265	2.37
	At the end of the Year	97265	2.37	97,265	2.37
3	RAJENDRA DHIRAJLAL GANDHI	60500	1.47	60,500	1.47
	Decrease on 16/11/2018	60500	1.47	60,500	1.47
	Increase on 23/11/2018	60500	1.47	60,500	1.47
	At the end of the Year	60500	1.47	60,500	1.47
4	PARESH POPATLAL JOSHI	50000	1.22	50,000	1.22
	Decrease on 16/11/2018	50000	1.22	50,000	1.22
	Increase on 23/11/2018	50000	1.22	50,000	1.22
	At the end of the Year	50000	1.22	50,000	1.22
5	BINA SHAH FLECK	50000	1.22	50,000	1.22
	No Changes during the year	0	0	0	0
	At the end of the Year	50000	1.22	50,000	1.22
6	LAXMIPAT DUDHERIA	48307	1.18	48,307	1.18
	Decrease on 16/11/2018	48307	1.18	48,307	1.18

	Increase on 23/11/2018	48307	1.18	48,307	1.18
	At the end of the Year	48307	1.18	48,307	1.18
7	VIPUL RAJENDRABHAI GANDHI	45000	1.10	45,000	1.10
	Decrease on 16/11/2018	45000	1.10	45,000	1.10
	Increase on 23/11/2018	45000	1.10	45,000	1.10
	At the end of the Year	45000	1.10	45,000	1.10
8	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	0.00	0.00	40,736	0.99
	No Changes during the year	0	0	0	0
	At the end of the Year	40736	0.99	40,736	0.99
9	PRATIK RAJENDRA GANDHI (HUF)	40000	0.97		0.00
	No Changes during the year				
	At the end of the Year	40000	0.97	40000.00	0.00
10	PARIMAL JAYANT	38499	0.94		0.00
	Decrease on 16/11/2018	38499	0.94	38499	0.94
	Increase on 23/11/2018	38499	0.94	38499	0.94
	Increase on 29/03/2019	1500	0.03	1500	0.03
	At the end of the Year	39999	0.97	0.97	39999

v) Shareholding of Directors and Key Managerial Personnel:

Sl No.	For Each of the Directors and KMP	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
1.	Shivkumar R. Chauhan				
	At the beginning of the year	968540	23.59	968540	23.59
	No Changes during the year	0	0	0	0
	At the end of the Year	968540	23.59	968540	23.59
2.	Nehal S. Chauhan				
	At the beginning of the year	32525	0.8	32525	0.08
	Decrease during the year	602	0.01	602	0.01
	At the end of the Year	31923	0.7	31923	0.7
3.	Harsad Shantilal Gandhi				
	At the beginning of the year	0	0	0	0
	No Changes during the year	0	0	0	0
	At the end of the Year	0	0	0	0
4.	Nishit M. Rupapara				
	At the beginning of the year	0	0	0	0
	No Changes during the year	0	0	0	0
	At the end of the Year	0	0	0	0
6	Parth Shivkumar Chauhan				
	At the beginning of the year	0	0	0	0
	No Changes during the year	0	0	0	0
	At the end of the Year	0	0	0	0
7	Biren J. Thaker				
	At the beginning of the year	2248	0.05	2248	0.05
	No Changes during the year	0	0	0	0

	At the end of the Year	2248	0.05	2248	0.05
8	Dileep Panchal				
	At the beginning of the year	0	0	0	0
	No Changes during the year	0	0	0	0
	At the end of the Year	0	0	0	0

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	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Shivkumar R. Chauhan	
1.	Gross salary	300000	300000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		Nil

	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	-	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	Nil
2.	Stock Option	-	Nil
3.	Sweat Equity	-	Nil
4.	Commission - as % of profit - Others, specify...	- - -	Nil
5.	Others, please specify	-	Nil
	Total (A)	300000	300000
	Ceiling as per the Act	30,00,000	30,00,000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Harsad S. Gandhi	Mr. Parth Shivkumar Chauhan#	Mr. Nishit M. Rupapara	Mrs. Nehal Chauhan	
	1. Independent Directors	√		√		
	• Fee for attending board committee meetings	-		-		-
	• Commission	-		-		-
	• Others, please specify	-		-		-
	Total (1)	-		-		-

2. Other Non-Executive Directors		√		√	
• 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	Rs.100000/- per meeting	Rs.100000/- per meeting	Rs.100000/- per meeting	Rs.100000/- per meeting	

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		Total
		Biren Jagdishkumar Thakar (CFO)	Rohini Chauhan (CS)	
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	1,33,875	35,000	1,68,875
2.	Stock Option	-		
3.	Sweat Equity	-		
4.	Commission - as % of profit - Others specify...	-		
5.	Total	1,33,875	35,000	1,68,875

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give details)
A.COMPANY					
Penalty					
Punishment					
Compounding					
B.DIRECTORS					
Penalty					
Punishment					
Compounding					
C.OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board
Sd/-
Harsad Shantilal Gandhi
Chairman & Director
(DIN: 01056779)

Place: Ahmedabad
Date: 12th August, 2019

“Annexure-2”

SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended on 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
CHARMS INDUSTRIES LIMITED,
(CIN:- L72900GJ1992PLC017494)
108-B/109, Sampada Building,
B/h. A. K. Patel House, Mithakali Six Roads,
Navrangpura, Ahmedabad-380009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CHARMS 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 Company’s 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, 2019 (‘Audit Period’) 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 the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing.
- (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, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the company during the audit period) ;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the company during the audit period) ;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the company during the audit period);

(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 (not applicable to the company during the audit period);

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the company during the audit period);

(vi) Reserve Bank of India Act, 1934.

(The company is engaged in business of Full Fledge Money Changer and holds a valid License issued by the RBI, Ahmedabad vide License No. FE. AH. AM. 02/99, therefore the Company has to follow the RBI Act and rules and regulations there under as applicable to those holding License to carry on the business of FFMC.)

(vii) I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances of other specific applicable Acts, Laws and Regulations to the Company as mentioned hereunder;

(viii) Income-Tax Act, 1961 and Indirect Tax Laws;

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. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and subject to the following observations;

a) The Company has not complied with provision of section 203 of Companies Act, 2013 as there was no full time Company Secretary till the 15th October, 2018.

b) Non-Compliance of regulation 6(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall appoint a qualified company secretary as the compliance officer, however the company does not appoint the same for a period of 1st April, 2018 to 15th October, 2018 and 20th February, 2019 to 31st March, 2019.

c) Non-Compliance of regulation of 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. hundred percent of shareholding of promoter(s) and promoter group should be in Dematerialized form.

d) Non-Compliance of regulation 14 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 i.e. every Listed Company shall pay Listing fee as applicable to the recognized stock exchange, in the manner as specified by SEBI or the recognized stock exchange.

e) Non-Compliance of the regulation 46(1) and 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall maintain a functional website containing the basis information about listed entity, however the Company does not maintain its website.

f) Non-compliance of regulation 47 of (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e. Advertisements in Newspapers.

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 the 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

Boards take decision by majority of directors while the dissenting directors' 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.

I further report that:

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

For, Brajesh Gupta and Associates, Company secretaries,

**Brajesh Gupta
Proprietor
ACS: 33070,
COP No.:21306**

Place:

**Ahmedabad Date:
28/05/2019**

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

Annexure to Secretarial Audit Report

To,
The Members,
CHARMS INDUSTRIES LIMITED,
(CIN: - L72900GJ1992PLC017494)
108-B/109, Sampada Building,
B/h. A. K. Patel House, Mithakali Six Roads,
Navrangpura, Ahmedabad-380009

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations and Standards is the responsibility of management. My examination was limited to the verification of procedures 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.

For, Brajesh Gupta and Associates, Company
secretaries,

Brajesh Gupta
Proprietor
ACS: 33070,
COP No.:21306

Place: Ahmedabad
Date: 28/05/2019

“Annexure-3”

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

GENERAL ECONOMY OUTLOOK

The global expansion has weakened. Global growth for 2018 is estimated at 3.7 percent, as in the October 2018 World Economic Outlook (WEO) forecast, despite weaker performance in some economies, notably Europe and Asia. The global economy is projected to grow at 3.5 percent in 2019 and 3.6 percent in 2020, 0.2 and 0.1 percentage point below last October's projections. Global growth remains subdued. Global growth is forecast at 3.2 percent in 2019, picking up to 3.5 percent in 2020 (0.1 percentage point lower than in the April WEO projections for both years). GDP releases so far this year, together with generally softening inflation, point to weaker-than-anticipated global activity.

Growth is projected to improve between 2019 and 2020, however, close to 70 percent of this improvement relies on an improvement in growth performance in stressed emerging market and developing economies and is therefore subject to high uncertainty. The International Monetary Fund (IMF) has cut its projection for India's economic growth by 0.3 percentage point to 7 per cent for 2019-20 due to subdued domestic demand. For the next financial year, the projection was also cut by 0.3 percentage point to 7.2 per cent.

COMPANY BUSINESS

The Company is a leading RBI registered Authorized Dealer Category-II for money changing business.

In money changing, the Company provides an array of products and services including buying and selling of foreign currency notes, servicing of co-branded International prepaid multicurrency travel cards, issuance of foreign currency demand drafts, travellers' cheques and outward telegraphic remittances, including outbound remittances

towards student fees, film shoots, tour remittances etc. and also extend encasements of foreign currency demand drafts, travellers' cheques and forex prepaid cards. The Company's strength is its wide network developed over the years, its brand image and number of allied products.

OUTLOOK, OPPORTUNITIES AND THREATS

As per World Travel & Tourism Economic Report 2019 The direct contribution of Travel & Tourism to GDP is expected to grow by 3.6% pa to USD4, 065.0bn (3.5% of GDP) by 2029. was USD8, 811.0bn in 2018 (10.4% of GDP) and is expected to grow by 3.6% to USD9, 126.7bn (10.4% of GDP) in 2019.

As per World Bank Reports, India is in a period of unprecedented opportunity, challenge and ambition in its development. Already the world's third largest economy in purchasing parity terms, India aspires to better the lives of all its citizens and become a high-middle income country by 2030, well before the centenary of its independence.

Long-term GDP growth has become more stable, diversified, and resilient. Over the next few years, India is expected to grow at well over 7 percent per year, with progress being buttressed by dynamic reforms in the macroeconomic, fiscal, tax and business environments.

In recent years, the country has made a significant dent in poverty levels, with extreme poverty dropping from 46 percent to an estimated 13.4 percent over the two decades before 2015. While India is still home to 176 million poor people, it is seeking to achieve better growth, as well as to promote inclusion and sustainability by reshaping policy approaches to human development, social protection, financial inclusion, rural transformation, and infrastructure development.

India will retain its position as the world's top recipient of remittances this year with its diaspora

sending a whopping USD 80 billion back home, the World Bank said in a report Saturday. India is followed by China (USD 67 billion), Mexico and the Philippines (USD 34 billion each) and Egypt (USD 26 billion), according to the global lender.

The Government of India's initiatives in boosting up its public expenditure on Infrastructure development will give an impetus to its "MAKE IN INDIA policy. India is being the most sought after Investment destination for many Investors world over. Hence, this augurs well for the Company business as there will be inflow of Capital Investment giving a boost to Company's Money changing business.

In money transfer, for 2019, it is projected that remittances growth for the region will slow to 4.3% due to a moderation of growth in advanced economies, lower migration to the GCC and the benefits from the oil price spurt dissipating.

Reversing previous year's sharp decline (8.9 per cent in 2017), Remittances to India picked up sharply by 9.9% to \$69 billion in 2018, reversing the previous year's dip, but were still short of \$70.4 billion received in 2015. Payments from immigrants back to their home countries rebounded to reach a new record in 2018.

The upsurge is likely to continue into 2019 on the back of stronger economic conditions in advanced economies (particularly the US) and an increase in oil prices which is beneficial to Gulf Cooperation Council countries. 2019-20 witnessed consolidation of money transfer business in India with few peer competitors selling their money transfer business to an Indian arm of overseas entity and hence in money transfer business the challenges are expected to be different than what was hitherto witnessed in the last two years.

Further, the comparative slower growth globally as compared to Asian Countries coupled with the challenges faced through the advancement of the world digital economy and India too encouraging digitization, the Company's management though expects new challenges, it does not foresee any

immediate threat to its core business activities and in fact its efforts are being channelized to seize the newer methodologies to counter the challenges faced.

RISKS AND CONCERNS

Company has laid down a detailed risk management policy, customer identification and acceptance procedure. Credit procedure envisaged by the Company's credit policy ensures identification of the operational and business risk while entering into any transactions with the prospective customers. The financial risks involved are evaluated through a well laid down procedure. However, all the inherent business risks are adequately insured by the Company. Exchange rate volatility faced is not only faced by the Company but is attuned to the forex industry globally. To mitigate the said risks Company closely monitors the exchange rate movement and hedges its liability on this account in the Forwards Forex market. The inward remittances due to the Company in its Money Transfer business act a natural hedge for its Money Exchange business.

INTERNAL CONTROL SYSTEM

The Company has already put in place an elaborate Internal Control and Internal Audit systems. The system ensures adequate periodical checks and balances are exercised. Continuous monitoring by the Internal Audit team of these checks and balances due to the inherent risks associated with the nature of Company's activities ensures compliance of the regulatory framework of RBI & FIU. The Audit team is suitably guided and updated by the Audit Committee of the various regulatory requirements from time to time. The Company has put in place a strict credit policy for extending credit to its corporate customers. The same is continuously monitored and reviewed periodically for any updations to ensure funds at Company's disposal are being judiciously utilised and efficiently managed vis-à-vis the business requirements. The Management Discussion and Analysis explaining the objectives of the Company, the opportunities and threats, the outlook for the future, the risks and concerns have

to be read with the meaning of relevant applicable laws and regulations. The actual above. As in any other business the performance of the Company is totally dependent on the market conditions of demand and supply, the volatility in exchange rate, the Government policy & regulations, the economy of the country and other factors.

SEGMENT WISE PERFORMANCE

Our company's operations belong to a single segment and therefore no segment wise performance given.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES

Your Company being part of the sector, human resources has always been the main pillar for all the activities of the Company. Customer Satisfaction being the ultimate objective of the Company, to ensure sustained business growth. Company's focus has been to improve the staff's contribution towards the various services offered. To achieve this objective Company has ensured that all its employees receive continuous update on the Company's policies as well as the regulatory framework.

For and on behalf of the Board

Sd/-

**Harsad Shantilal Gandhi
Chairman & Director
(DIN: 01056779)**

Place: Ahmedabad

Date: 12th August, 2019

“Annexure-4”

Disclosures Regarding Remuneration Required Under Section 197(12) Of The Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Requirements	Disclosure	
I.	The ratio of remuneration to each director to the median remuneration of the employees for the financial year	MD	2.28 times
II.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year	MD	No Increase
III.	The percentage increase in the median remuneration of employees in the financial year	No Increase	
IV.	The number of permanent employees on the rolls of the Company as on 31 st March, 2018	3	
V.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Nil	
VI.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed	

For and on behalf of the Board
Sd/-
Harsad Shantilal Gandhi
Chairman & Director
(DIN: 01056779)

Place: Ahmedabad
Date: 12th August, 2019

INDEPENDENT AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

To,
The Members
CHARMS INDUSTRIES LIMITED

Report on Financial Statements

1. We have audited the accompanying financial statements of **CHARMS INDUSTRIES LIMITED** (“the Company”), which comprises Balance Sheet as at 31st March 2019, the Statement of Profit and Loss(statement of changes in equity), and the statement of Cash flow Statement for the year ended, and a Summary of significant accounting policies and other explanatory information.

Opinion

2. 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, 2019;
 - b) In the case of the Statement of Profit and Loss, of the **Loss** for the year ended on that date;
 - c) the case of the Cash Flow Statement , of the Cash Flow for the year ended on that date;

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to Note 2 “Property, plant & machinery” of the financial statements, which describes that company had purchased an instrument namely “Physical Health Recorders” which was purchased for other purposes but later on the purpose was dropped. Henceforth the depreciation on the same will not available to the company. The company has claimed depreciation in earlier years, however from this financial year onwards depreciation was not taken. Our opinion is not modified in respect of this matter.

Key Audit Matter

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Financial Statements

6. The Company's Board of Directors is responsible for the matters stated 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 and financial performance 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 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 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 adequate internal financial controls, 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 materials misstatement, whether due to fraud or error.

Auditor's Responsibility

7. Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provision 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 and the Order issued under section 143(11) of the Act.

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 the disclosures in the financial statements. The procedure selected depends 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 assessment, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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.

Report on Other Legal and Regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we enclosed in the annexure A, a statement on matters specified in paragraph 3 & 4 of the said order.

9. As required by Section 143 (3) of the Act, based on our Audit 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 purpose of our audit.

 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

 - c) The Balance Sheet, the Statement of Profit and Loss and the 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, except specified in accounting policies attached with financial statements.

 - e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.

 - f) On the basis of the written representations received from the directors as on 31st March 2019 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2019 from being appointed as a directors in terms of section 164(2) of the Act.

 - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act")- is enclosed an annexure B to this report.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. As informed to us the Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, JIGAR SHAH & ASSOCIATES
Chartered Accountants
Firm Reg. No.: 128263W

CA JIGAR M SHAH
Proprietor
M. NO.: 075778

ANNEXURE A– Report under the Companies (Auditor’s Report) Order, 2016**Referred to in of our report of even date**

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

- i. a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b. As explained to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
c. The immovable property held by the company is on lease rental basis, hence para 3(ii) of the order is not applicable to the company.
- ii. As explained to us, the inventory has been physically verified at reasonable intervals during the year by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on physical verification during the year.
- iii. (a). The Company has not granted unsecured loan to wholly owned subsidiary company covered in the register maintained under section 189 of the Act. In our opinion and according to the information and explanation given to us, the terms and condition of loans are not prejudicial to the company’s interest, having regards to management’s representation that the loans are given to such parties considering the company’s economic interest and long term trade relationship with such parties.

- (b). In respect of loans granted to parties covered in the register maintained under section 189 of the Companies Act, 2013, loans are repayable on demands and are interest free. Management has not demanded repayment of loan. Accordingly, there has been default on the part of the parties to whom the money has been lent.
- iv. According to information and explanation given to us, the company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under section 185 and 186 of the Companies Act, 2013. Therefore, the provisions of clause 3(iv) of the said order not applicable to the company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable . No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi. It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.
- vii. a.) According to the records of the company the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it.
- b.) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, Service Tax, sales tax, custom duty, excise duty and Cess were in arrears, as at 31-Mar-2019 for a period of more than six months from the date they became payable.
- c.) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and Cess which have not been deposited on account of any dispute.

- viii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders.
- ix. The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans.
- x. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
- xi. The Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The company is not a Nidhi Company hence this clause is not applicable.
- xiii. Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

- xv. The company has entered into non-cash transactions with directors or persons connected with him and the provision of section 192 of Companies Act, 2013 has been complied with.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Date: 28.05.2019
Place: AHMEDABAD

For, JIGAR SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg.No. 128263W

CA JIGAR M SHAH
(PROPRIETOR)
M.NO. 075778

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of **CHARMS INDUSTRIES LIMITED** as of 31-Mar-2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
 - (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
 - (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

6. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2019.

Date: 28.05.2019
Place : AHMEDABAD

FOR, JIGAR SHAH & ASSOCIATES.
CHARTERED ACCOUNTANTS
Firm Reg. No.: 128263W

(CA JIGAR M SHAH)
PROPRIETOR
M.NO. 075778

CHARMS INDUSTRIES LIMITED
Balance Sheet as at 31 March, 2019

			As at 31st March, 2019	As at 31st March, 2018
ASSETS				
1.	Non-current assets			
	(a) Property, Plant & machinery	2	6,12,095	6,45,604
	(b) Capital work-in-progress			
	(c) Intangible Assets			
	(d) Financial Assets			
	i) Investment	3	54,63,000	40,93,000
	ii) Other Financial Assets		-	-
	(e) Other non-current assets		-	-
	Total Non-Current Assets		60,75,095	47,38,604
2.	Current assets			
	(a) Inventories	4	2,500	2,500
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables		-	-
	(ii) Cash and cash equivalents	5	45,772	45,773
	(iii) Bank Balance other than (ii) above	6	18,21,900	35,00,335
	(c) Other current assets	7	11,70,786	22,99,040
	Total Current Assets		30,40,958	58,47,648
TOTAL ASSETS			91,16,053	1,05,86,252
EQUITY AND LIABILITIES				
EQUITY				
	(a) Equity Share Capital	8	4,10,61,000	4,10,61,000
	(b) Other Equity	9	(3,21,63,953)	(3,16,25,117)
	Total equity attributable to owners of the company		88,97,047	94,35,883
LIABILITIES				
(1) Non-current liabilities				
	(a) Financial Liabilities		-	-
	(i) Borrowings			
	(b) Provisions			
	(c) Deferred Tax Liability(Net)		(5,836)	
	Total Non-Current Liabilities		(5,836)	-

(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables	10	1,85,958	11,50,369
(iii) Other Financial Liabilities			
(b) Other Current Liabilities			
(c) Provisions			
(d) Liabilities for current tax	11	38,885	-
Total Current Liabilities		2,24,843	11,50,369
TOTAL EQUITY & LIABILITIES		91,16,053	1,05,86,252
The accompanying notes form an integral part of the financial statements		-	-

In terms of our report attached.

For, Jigar Shah & Associates

Chartered Accountants

(FRN : 128263W)

For and on behalf of the Board of Directors
Charms Industries Limited

CA Jigar M Shah

Biren J. Thaker
Chief Financial
Officer

Shivkumar R. Chauhan
Managing Director
(DIN: 00841729)

Harshad S. Gandhi
Director
(DIN: 01056779)

Proprietor

Mem . No. : 075778

Date : 28.05.2019

Place : AHMEDABAD

Dileep Panchal
Company Secretary &
Compliance Officer

CHARMS INDUSTRIES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

	PARTICULARS	Note No.	As at 31/03/19		As at 31/03/18	
			Rs.	Rs.	Rs.	Rs.
I	Revenue from operations:	12				
	Sale of Products		5,60,21,470	-	4,06,18,448	
	Sale of Services			-	-	
	Other Operating Revenues					
	Less: Excise Duty					
	Increase in Inventory			5,60,21,470		4,06,18,448
II	Other Income	13		1,76,462		97,784
III	Total Revenue (I + II)			5,61,97,932		4,07,16,232
IV	Expenses					
	Cost of Materials Consumed		-			
	Purchases of Stock in Trade		5,52,62,796		4,01,52,924	
	Changes in inventories of finished goods, work in progress and Stock-in-trade	14	-		54,600	
	Employee benefits expense	15	6,96,058		4,93,600	
	Finance Costs		-		-	
	Depreciation and amortization expense	2	33,509		1,31,685	
	Other expense	16	7,50,242		5,13,969	
	Total Expense			5,67,42,605		4,13,46,778
V	Profit before exceptional and extraordinary items and tax (III-IV)			(5,44,673)		(6,30,546)
VI	Exceptional Items-Depreciation adjustments					
VII	Profit before extraordinary items and tax (V-VI)			(5,44,673)		(6,30,546)
VIII	Extraordinary items					
IX	Profit before tax (VII-VIII)			(5,44,673)		(6,30,546)
X	Tax expense:					
	(1) Current tax		-			
	(2) Deferred tax		(5,836)			
				(5,836)		
XI	Profit/(Loss) for the period from continuing operations (IX - X)			(5,38,836)		(6,30,546)
XII	Profit/(Loss) for the period from discontinuing operations					
XIII	Tax expense of discontinuing operations					
XIV	Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)					
XV	Profit/(Loss) for the period (XI + XIV)			(5,38,836)		(6,30,546)
XVI	Earnings per equity share:					
	(1) Basic			-0.13		-0.15
	(2) Diluted			-0.13		-0.15
	The accompanying notes form an integral part of the financial statements					

In terms of our report attached.

For, Jigar Shah & Associates

Chartered Accountants

(FRN : 128263W)

For and on behalf of the Board of Directors

Charms Industries Limited

CA Jigar M Shah

Proprietor

Mem . No. : 075778

Date : 28.05.2019

Place : AHMEDABAD

Biren J. Thaker
Chief Financial
OfficerShivkumar R Chauhan
Managing Director

(DIN:00841729)

Harshad S Gandhi
Director

(DIN: 01056779)

Dileep Panchal
Company Secretary
&

Compliance Officer

CASH FLOW STATEMENT of Charms industries Limited for the year ended 31st March, 2019

Particulars	31.03.2019		31.03.2018	
	Rs.	Rs.	Rs.	Rs.
Cash Flow From Operating Activity				
Net Profit Before Tax		(5,38,836)		(6,30,546)
Add:-				
Provision for Taxation made during the Current Year	-		-	
Any Extra Ordinary Expenses, debited to Profit and Loss Account	-		-	
Less:-				
Refund of Tax	-		-	
Any Extra Ordinary Income, credited to Profit and Loss Account	-		-	
Add:- Non operating Expenses				
Depreciation on Fixed Assets	33,509		1,31,685	
Adjustemnt on account of change in deprecation of useful life	-		-	
Less:				
Dividend and Interest Received	-		-	
Rental Income	-	33,509	-	1,31,685
Operating Profit before charging Working Capital ...		(5,05,327)		(4,98,861)
(Increase)/Decrease in Current Assets (Except Cash Balance)	11,28,254		(17,94,670)	
Increase/(Decrease) in Current Liabilities	(9,31,362)	1,96,892	2,35,605	(15,59,065)
Operating Profit after Charging Working Capital ...		(3,08,436)		(20,57,926)
Less: Income Tax paid (Net of Tax Refund received)		-		-
Operating Profit before charging Extra Ordinary Items ...		(3,08,436)		(20,57,926)
Add / Less: Extra Ordinary Items		-		-
Net Operating Activities / Net Cash Flow from Operating Activities / Profit from Operation (A)		(3,08,436)		(20,57,926)
CASH FLOW FROM INVESTING ACTIVITIES				
Less: Purchase of Fixed Assets including Intangible Assets	-		-	
Add: Sale of Fixed Assets	-		-	
Add :- Decrease in other non current assets	-		-	
Add :- Decrease in Non Current Investments	-		-	
Less:- Increase in Non Current Investments	(13,70,000)		-	
Less: Increase in Long term loan and advances	-		-	
Cash from Investing Activities (B)		(13,70,000)		-
CASH FLOW FROM FINANCING ACTIVITIES:				
Add: Proceeds from Issue of Share or Debenture	-		-	
Add: Proceeds from Long-term Borrowing	-		-	

Less: Repayment of Long-term Borrowing	-		-	
Add: Increase in Deferred Tax Liabilities	-		-	
Cash from Financing Activities (C)		-		-
A + B + C		(16,78,436)		(20,57,926)
Add:-Opening Cash and Cash Equivalents				
Add: Cash and Cash Equivalent	35,46,108		56,04,034	
		18,67,672		35,46,108
Closing Cash and Cash Equivalents				
Add: Cash and Cash Equivalent	18,67,672		35,46,108	
		18,67,672		35,46,108
<p>Note : Figures in brackets indicate negative figures. The previous year's figures have been regrouped and reclassified wherever necessary. In terms of our report of even date</p>				
<p>For, Jigar Shah & Associates Chartered Accountants (FRN : 128263W)</p>		<p>On behalf of the Board of Directors Charms Industries Limited</p>		
<p>CA Jigar M Shah Proprietor M. No. 075778 Place : Ahmedabad Date: 28/05/2019</p>		<p>Biren J. Thaker Chief Financial Officer</p>	<p>Shivkumar R. Chauhan Managing Director (DIN: 00841729)</p>	
		<p>Dileep Panchal Company Secretary & Compliance Officer</p>	<p>Harshad S. Gandhi Director (DIN: 01056779)</p>	

NOTES TO ACCOUNTS

Charms Industries Limited													
Statement of Changes in Equity for the year ended 31st March,201													
<u>Particulars</u>	<u>Attributable to the equity holders of the company</u>												
	<u>Reserves and Surplus</u>			<u>Total</u>									
	<u>Equity Share Capital</u>	<u>Net Surplus in Statement of P&L</u>	<u>General Reserve</u>										
<u>Balance as at 1st April 2017</u>	4,10,61,000	(3,41,41,100)	31,46,529	1,00,66,429									
Profit for the year	-	(6,30,546)	-	(6,30,546)									
Add/(Less): Other comprehensive Income	-	-	-	-									
<u>Balance as at 31st March,2018</u>	4,10,61,000	(3,47,71,646)	31,46,529	94,35,883									
Profit for the year	-	(5,38,836)	-	(5,38,836)									
Add/(Less): Other comprehensive Income	-	-	-	-									
<u>Balance as at 31st March,2019</u>	4,10,61,000	(3,53,10,482)	31,46,529	88,97,047									
<p>Note : Figures in brackets indicate negative figures. The previous year's figures have been regrouped and reclassified wherever necessary. In terms of our report of even date</p>													
<p>For, Jigar Shah & Associates Chartered Accountants (FRN : 128263W)</p> <p>CA Jigar M Shah Proprietor Mem . No. : 075778 Date : 28.05.2019 Place : AHMEDABAD</p>		<p style="text-align: center;">For and on behalf of the Board of Directors</p> <table style="width: 100%; border: none;"> <tr> <td style="text-align: center; width: 33%;">Biren J. Thaker</td> <td style="text-align: center; width: 33%;">Shivkumar R Chauhan</td> <td style="text-align: center; width: 33%;">Harshad S Gandhi</td> </tr> <tr> <td style="text-align: center;">Chief Financial Officer</td> <td style="text-align: center;">Managing Director (DIN:00841729)</td> <td style="text-align: center;">Director (DIN:01056779)</td> </tr> <tr> <td colspan="3" style="text-align: center; padding-top: 10px;"> Dileep Panchal Company Secretary & Compliance Officer </td> </tr> </table>			Biren J. Thaker	Shivkumar R Chauhan	Harshad S Gandhi	Chief Financial Officer	Managing Director (DIN:00841729)	Director (DIN:01056779)	Dileep Panchal Company Secretary & Compliance Officer		
Biren J. Thaker	Shivkumar R Chauhan	Harshad S Gandhi											
Chief Financial Officer	Managing Director (DIN:00841729)	Director (DIN:01056779)											
Dileep Panchal Company Secretary & Compliance Officer													

CHARMS INDUSTRIES LIMITED

Schedules annexed and forming part of the Balance Sheet as on 31-03-2019

NOTES "2" Property, Plant & machinery

(Amount Rs.)

SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As on 01/04/2018	Addition During the Year	Deduction During the Year	As on 31/03/2019	As on 01/04/2018	Depreciat ion for the Year	Deduction/Addi tion due to adjustemnt During the	As on 31/03/2019	As on 31/03/2018	
1	Office Building	9,99,076	-	-	9,99,076	7,41,936	26,993	-	7,68,929	2,30,147	2,57,140
2	Office Partition	12,340	-	-	12,340	12,340	-	-	12,340	-	-
3	Furniture & Fixtures	9,39,641	-	-	9,39,641	9,20,781	-	-	9,20,781	18,861	18,860
4	Computer	24,59,436	-	-	24,59,436	24,50,519	-	-	24,50,519	8,918	8,917
5	Physical Health Recorders	70,00,000	-	-	70,00,000	67,13,350	-	-	67,13,350	2,86,651	2,86,650
6	Air Conditioner	90,847	-	-	90,847	89,328	-	-	89,328	1,519	1,519
7	Office Equipment	7,950	-	-	7,950	7,950	-	-	7,950	-	-
8	Vehicle	19,20,791	-	-	19,20,791	18,77,759	-	-	18,77,759	43,032	43,032
9	Television	40,000	-	-	40,000	10,516	6,516	-	17,032	22,968	29,484
	Total	1,34,70,081	-	-	1,34,70,081	1,28,24,479	33,509	-	1,28,57,987	6,12,095	6,45,602
	Previous Year	1,34,70,081	-	-	1,34,70,081	1,26,92,792	1,31,685	-	1,28,24,477	6,45,604	7,77,289

CHARMS INDUSTRIES LIMITED				
Particulars	As at 31/03/2019		As at 31/03/2018	
	Rupees	Rupees	Rupees	Rupees
NOTE '3'				
NON-CURRENT INVESTMENTS				
Investment (Long term) with Mutual Funds In-		6,60,000		7,90,000
House Property		33,03,000		33,03,000
Investment in FDR- HDFC		15,00,000		
Total Non- Current Investment		54,63,000		40,93,000
NOTE '4' INVENTORIES				
Stock of Foreign Currency		2,500		2,500
TOTAL		2,500		2,500
NOTE '5'				
CASH AND CASH EQUIVALENTS				
Cash on Hand		45,772		45,773
TOTAL		45,772		45,773
NOTE '6'				
BANK BALANCE				
Balance with Nationalized Banks				35,00,335
-In Current Accounts		18,21,900		35,00,335
TOTAL		18,21,900		
NOTE '7'				
OTHER CURRENT ASSETS				
Advances recoverable in cash all kind(TDS)				2,023
Interest Accrued but not due_FDR		5,706		-
Interest Receivable_Loans Other		15,930		22,97,017
Loans & Advancements		2,500		
TOTAL		11,46,650		22,99,040
		11,70,786		
NOTE '8'				
EQUITY SHARE CAPITAL				
-Authorised				4,50,00,000
45,00,000 Equity Shares of Rs. 10/- each	4,50,00,000			4,10,61,000
[Previous Year : 45,00,000 Equity Shares of Rs.10/- each]				
-Issued, Subscribed and Paid up				4,10,61,000
41,06,100 Equity Shares of Rs.10/- each fully paid-up.	4,10,61,000			
[Previous Year : 41,06,100 Equity Shares of Rs.10/- each]				
TOTAL	4,10,61,000			
- Reconciliation of Shares:				
	Nos	Amt(Rs)	Nos	Amt(Rs)
Opening Share Capital	41,06,100	4,10,61,000	41,06,100	4,10,61,000
Add: Shares issued During the year	-	-	-	-
Add: Rights/Bonus Shares Issued	-	-	-	-
Total	41,06,100	4,10,61,000	41,06,100	4,10,61,000
Less: Buy back of Shares	-	-	-	-
Less Reduction in Capital	-	-	-	-
Closing Share Capital	41,06,100	4,10,61,000	41,06,100	4,10,61,000
-List of Share holders having 5% or more Shares (In Nos)				
Name Of Shareholders	In Nos	In %	In Nos	In %
1. Shivkumar R Chauhan	9,68,540	24	9,68,540	24

NOTE `9` OTHER EQUITY		
Profit and Loss Account	(3,47,71,646)	(3,41,41,100)
Add: Loss of the year	(5,38,836)	(6,30,546)
Capial Reserve	(3,53,10,482)	(3,47,71,646)
	31,46,529	31,46,529
TOTAL	(3,21,63,953)	(3,16,25,117)
NOTE `10` TRADE PAYABLES		
For Expenses	1,85,958	11,50,369
TOTAL	1,85,958	11,50,369
NOTE `11` Liability for Current Tax		
TDS Payable	38,885	-
TOTAL	38,885	-
NOTE `12` REVENUE FROM OPERATION		
Revenue from operation	5,60,21,470	4,06,18,448
TOTAL	5,60,21,470	4,06,18,448
NOTE `13` OTHER INCOME		
Interest/ Dividend/ Mis.Income	1,76,462	97,784
TOTAL	1,76,462	97,784
NOTE `14` Stock Decreased /(Increased) by		
Opening Stock	2,500	57,100
Less : Closing Stock	2,500	2,500
TOTAL	-	54,600
NOTE `15` EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus etc.	3,96,058	1,93,600
Managing Director	3,00,000	3,00,000
TOTAL	6,96,058	4,93,600
NOTE `16` OTHER EXPENSES		
To Auditors		
- Audit fees	33,850	30,000
-Tax Audit fees	15,000	15,000
Accounting Charges	-	24,000
Electricity Charges	36,240	31,790
Rent,Rates and Taxes	58,170	2,000
Vehicles Expenses	1,33,183	94,799
Advertisement Exp.	17,850	9,250
Expenses of A.G.M	-	7,500
Bank Charges	1,521	17,325
Legal fees and Expenses	3,37,211	1,00,602
Administrartive Exp.	81,391	28,000
Printing & Stationery Exp.	3,925	17,724
Telephone Exp.	20,901	22,619
Office Exp.	-	32,160
Donation	11,000	81,200
TOTAL	7,50,242	5,13,969

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 B/h. A. K. Patel House, Mithakali Six Roads Navrangpura, 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 26th Annual general meeting/ Extraordinary general meeting of the company, to be held on the Wednesday, 25th September, 2019 at 02.00 P.M. at the registered office of the Company situated 108-B/109, Sampada Building , Mithakhali Six Road, Opp-Hare Krishna Complex, B/H Kiran Motors Ahmedabad-380009 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No. Particulars

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2019 including Audited Balance Sheet as at 31st March 2019 and the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mrs. Nehalben Shivkumar Chauhan (DIN-02901331), who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company.

Signed this _____ day of _____ 2019

Signature of Member _____

Signature of Proxy holder(s) _____

Signed this _____ day of _____ 2019

Notes:

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. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

CHARMS INDUSTRIES LIMITED

CIN: L72900GJ1992PLC017494

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

ATTENDANCE SLIP

Full name of the Member attending:

Name of Proxy:

I hereby record my presence at the Annual General Meeting being held on **Wednesday, 25th September, 2019, at 02.00 p.m.** at 108-B/109, Sampada Building, Mithakhali Six Road, Opp-Hare Krishna Complex, B/H Kiran Motors, Ahmedabad-380009, India.

Regd. Folio No.	
DP Id*	
Client Id*	
No. of Share held	

Member's/Proxy's Signature

(To be signed at the time of handing over the slip)

* Applicable for members holding shares in dematerialized form.

Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.