

CHARMS INDUSTRIES LIMITED

(CIN: L72900GJ1992PLC017494)

Reg. Office: 108-B/109Sampada Building, Mithakhali Six Roads, Opp-Hare Krishna Complex,
B/H Kiran Motors, Ahmedabad-380009 Gujarat

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September 04, 2023

To,
BSE Ltd.
P.J. Towers,
Dalal Street,
Mumbai- 400001.

Sub.: Outcome of Fifth (05/2023-24) the meeting of Board of Directors
BSE Code: 531327

Dear Sir,

This is to inform you that pursuant to the Regulation 30 and any other Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the meeting of the Board of Directors of the Company at its meeting held on **today i.e. Monday, September 04, 2023**, which commenced at 3.15 p.m. and concluded at 4.25 p.m. In that meeting the Board has decided the following matters:

1. Considered and approved adoption of New set of Memorandum of Association ("MOA") of the Company to align in conformity with the Companies Act, 2013 subject to the approval of shareholders. The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to adoption of New set of Memorandum of Association ("MOA") of the Company is enclosed herewith as **Annexure I**.
2. Considered and approved adoption of New set of Article of Association ("AOA") of the Company containing regulations in conformity with the Companies Act, 2013 subject to the approval of shareholders. The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to adoption of New set of Article of Association ("AOA") of the Company is enclosed herewith as **Annexure II**.
3. Considered and Re-appointed Mr. Shivkumar R. Chauhan (DIN: 00841729) as a Managing Director of the company with effect from June 15, 2024 for a period of three years subject to approval of shareholders in ensuing Annual General Meeting (A.G.M). The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to re-appointment of Mr. Shivkumar R. Chauhan as Managing Director is enclosed herewith as **Annexure III**.
4. Considered and appointed M/s. Vishwas Sharma & Associates, Practicing Company Secretary as a Secretarial Auditor of the Company for the period of 2023-24 and 2024-25. The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to appointment of M/s. Vishwas Sharma & Associates, Practicing Company Secretary is enclosed herewith as **Annexure IV**.
5. Considered and Approved the Directors' Report of the Company together with relevant Annexures thereto for the financial year ended on March 31, 2023.
6. Approved the Notice of the 31st Annual General Meeting ('AGM') of the Company. The 31st Annual General Meeting is scheduled to be held on Saturday, September 30, 2023 at 12.30 p.m. (IST) through Video Conferencing/Other Audio-Visual Means ('VC/OAVM').
7. Considered and approved the date of Book Closure fixed from Sunday, September 24, 2023 till Saturday, September 30, 2023 (both days inclusive) for the purpose of holding 31st Annual General Meeting of the Company.

Kindly take the above submission in your records.

Yours faithfully,
For, CHARMS INDUSTRIES LIMITED

SHIVKUMAR R. CHAUHAN
MANAGING DIRECTOR
(DIN: 00841729)

Encl.: As above

Annexure-I

Date: September 04, 2023

To
BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400001

SUBJECT: Disclosure under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Adoption of New set of Memorandum of Association ("MOA") of the Company

Dear Sir/Madam,

In Compliance with regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We wish to inform you that the Board of Directors of the Company at their meeting held on Monday, September 04, 2023 which was commenced at 03.15 p.m. and concluded at 04.25 p.m. has considered and approved adoption of New set of Memorandum of Association ("MOA") of the Company to align in conformity with the Companies Act, 2013 subject to the approval of shareholders in ensuing annual general meeting (AGM).

The details required under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are given in the enclosed **Annexure-I**.

Kindly take the same on records.

Thanking you,

Yours faithfully,

For, CHARMS INDUSTRIES LIMITED

SHIVKUMAR R. CHAUHAN
MANAGING DIRECTOR
(DIN: 00841729)

The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to adoption of New set of Memorandum of Association (“MOA”) of the Company:

Sr. No	Particulars of MOA
1.	<p>Pursuant to the provisions of Section 13 read with section 4 of the Companies made there under as per Companies Act, 2013 ("the Act) the board consent has been accorded to substitute the Existing Memorandum of Association of the Company with the new set of Memorandum of Association as per the provisions of Companies Act,2013 in the format of “Table A “</p> <p>The existing liability clause IV be substituted in line of new clause provided as per Companies Act, 2013 "</p> <p><i>Clause IV. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."</i></p> <p>The Companies Act, 2013 ("the Act) and has been amended frequently by way of notifications and amendment acts including Companies (Amendment) Act, 2020. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations ("Securities Laws") framed thereunder have been changed by way of numerous circulars and notifications issued by SEBI or Central Government in this behalf.</p> <p>In view of frequent changes, it was thought fit by the Board of Directors of the Company that the existing MOA of the Company should be amended/modified to bring it in line with the Companies Act, 2013 and to align the same with the prevailing provisions of the Act and rules made thereunder and the Securities Laws referred hereinabove.</p> <p>Since the changes required for aligning the existing MOA with the Companies Act 2013 and the rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new MOA in substitution of the existing MOA.</p>

For, CHARMS INDUSTRIES LIMITED

SHIVKUMAR R. CHAUHAN
MANAGING DIRECTOR
(DIN: 00841729)

Annexure-II

Date: September 04, 2023

To
BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400001

SUBJECT: Disclosure under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Adoption of New set of Article of Association ("AOA") of the Company

Dear Sir/Madam,

In Compliance with regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We wish to inform you that the Board of Directors of the Company at their meeting held on Monday, September 04, 2023 which was commenced at 03.15 p.m. and concluded at 04.25 p.m. has considered and approved adoption of New set of Article of Association ("MOA") of the Company to align in conformity with the Companies Act, 2013 subject to the approval of shareholders in ensuing annual general meeting (AGM).

The details required under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is given in the enclosed **Annexure-II**.

Kindly take the same on records.

Thanking you,

Yours faithfully,

For, CHARMS INDUSTRIES LIMITED

SHIVKUMAR R. CHAUHAN
MANAGING DIRECTOR
(DIN: 00841729)

The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to adoption of New set of Article of Association (“AOA”) of the Company.

Sr. .No	Particulars of AOA
1.	<p>Pursuant to the provisions of Section 14 read with section 5 of the Companies made there under as per Companies Act, 2013 ("the Act) the board consent has been accorded to substitute the Existing Article of Association of the Company with the new set of Article of Association as per the provisions of Companies Act,2013 in the format of “Table F “</p> <p>The Companies Act, 2013 ("the Act) has been amended frequently by way of notifications amendment acts including Companies (Amendment) Act, 2020. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations ("Securities Law) framed thereunder have been changed by way of numerous circulars and notifications issued SEBI or Central Government in this behalf.</p> <p>In view of frequent changes, it was thought fit by the Board of Directors of the Company that the existing AOA of the Company should be amended/modified to bring it in line with the Companies Act, 2013 and to align the same with the prevailing provisions of the Act and rules made thereunder and the Securities Laws referred hereinabove.</p> <p>Since the changes required for aligning the existing AOA with the Companies Act 2013 and the made thereunder and Securities laws were numerous, it was considered expedient to adopt a new in substitution of the existing AOA.</p>
	<ul style="list-style-type: none"> • The New AOA has been restructured and aligned with the provisions of the Companies Act, 2013 and the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws; • References to the sections, sub-sections, clauses etc. of the erstwhile Companies Act, 1956 are substituted with the new provisions of the Companies Act 2013. • The new AOA to be substituted in place of the existing AOA is based on "Table-F" of the Companies Act, 2013 which sets out the model AOA for a company limited by shares replacing the "Table-A" of the erstwhile Companies Act, 1956. • Provisions of the Companies Act, 2013 which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included. • Detailed provisions relating to dematerialization of securities are also incorporated in the new AOA as compared to the existing AOA.

Annexure III

Date: September 04, 2023

To
BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400001

SUBJECT: Disclosure under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Re-Appointment of Managing Director

Dear Sir/Madam,

In Compliance with regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We wish to inform you that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on Monday, September 04, 2023 which was commenced at 3.15 p.m. and concluded at 4.25 p.m. has considered and approved the re-appointment of Mr. Shivkumar Raghunandan Chauhan as a Managing Director w.e.f. June 15, 2024 for the period of 3 (Three) years subject to approval of shareholders in ensuing annual general meeting (AGM).

Further as per the requirement of the Circular No. List/Comp/14/2018-19 dated June 20, 2018 issued by BSE on the subject of enforcement of SEBI Orders regarding appointment of Directors by listed companies we hereby affirm that the Directors being appointed are not debarred from holding the office of directors by virtue of any order of SEBI or any other such authority.

The details required under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are given in the enclosed **Annexure-III**.

Kindly take the same on records.

Thanking you,

Yours faithfully,

For, CHARMS INDUSTRIES LIMITED

SHIVKUMAR RAGHUNANDAN CHAUHAN
MANAGING DIRECTOR
(DIN: 00841729)

The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to re-appointment of Mr. Shiv Kumar Chauhan as Managing Director is enclosed herewith as Annexure III

Sr. No.	Details of events that need to be provided	Information of such event(s)
		Mr. Shivkumar Raghunandan Chauhan (DIN: 00841729)
1	Reason for change viz. appointment, resignation, removal, death or otherwise;	Re-appointment of Mr. Shivkumar Raghunandan Chauhan as a Managing Director of the Company w.e.f. June 15, 2024 subject to approval of shareholders in ensuing annual general meeting (AGM).
2	Date of appointment and terms of appointment;	The current term of Mr. Shivkumar Raghunandan Chauhan will expire on June 14, 2024 as a Managing Director. Consequently, the Board of Directors re-appointed Mr. Shivkumar Raghunandan Chauhan as a Managing Director subject to approval of shareholders in ensuing annual general meeting (AGM). His re-appointment will be effective from June 15, 2024.
3	Brief Profile (in case of appointment);	Mr. Shivkumar Raghunandan Chauhan is a graduate in Arts however he is having deep knowledge and vast experience in the field of finance. He looks after the Company's management and administration of the Company since Beginning. He is having more than 25 years' experience and looking after in the field of finance, management and execution and cost analysis. His experience in this field is immensely benefitting in the growth of the Company.
4	Disclosure of relationships between directors.	Relative spouse) of Mrs. Nehal Chauhan Relative (Father) of Mr. Parth S. Chauhan
5	Shareholding, if any in the Company.	Mr. Shivkumar Raghunandan Chauhan holds 9,68,540 equity shares constituting of 23.59% stake of the paid share capital of the Company.
6	Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.	We affirm that Mr. Shivkumar Raghunandan Chauhan is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

For, CHARMS INDUSTRIES LIMITED

SHIVKUMAR RAGHUNANDAN CHAUHAN
MANAGING DIRECTOR
(DIN: 00841729)

Annexure-IV

Date: September 04, 2023

To
BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400001

Dear Sir,

SUB: Disclosure of Material Event under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Regarding Appointment of Secretarial Auditor

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company in their meeting held on Monday, September 04, 2023, which was commenced at 3.15 p.m. and concluded at 4.25 p.m. has considered and appointed **M/s Vishwas Sharma & Associates, Practicing Company Secretary** as a Secretarial Auditor of the Company.

Therefore, the Company hereby discloses the material event as provided in the Schedule III of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 as follows:

Sr. No.	Particulars of material event	Disclosure time frame
a)	<u>Reason for Change:</u> Appointment of M/s. Vishwas Sharma & Associates as a Secretarial Auditor of the Company.	Occurrence of event: September 04, 2023
b)	<u>Date of Change</u> September 04, 2023	Date of Disclosure:
c)	<u>Brief Profile in case of Appointment</u> Name: Vishwas Sharma Qualifications: Practicing Company Secretary COP No:16942 Designation: Secretarial Auditor Term: FY 2023-24 and FY 2024-25	September 04, 2023
d)	<u>Disclosure of Relationships between directors (in case of appointment of a director) :</u> Not Applicable	

You are requested to take the same on your record.

Thanking you

Yours faithfully,

For, CHARMS INDUSTRIES LIMITED

SHIVKUMAR RAGHUNANDAN CHAUHAN

MANAGING DIRECTOR

(DIN: 00841729)