

**33rd
Annual Report
2024-25**

CHARMS INDUSTRIES LIMITED

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Harshad Shantilal Gandhi
(Chairman and Independent Director)

Shivkumar Raghunandan Chauhan
(Managing Director)

Nishit Madhavbhai Rupapara
(Independent director)

Nehal Shivkumar Chauhan
(Non-Executive Director)

Parth Shivkumar Chauhan
(Executive Director)

CHIEF FINANCIAL OFFICER

Biren Jagdishkumar Thaker

COMPANY SECRETARY AND COMPLIANCE OFFICER

Dileep Panchal

BANKERS

INDIAN OVERSEAS BANK
ICICI BANK
HDFC BANK

REGISTERED OFFICE

108-B/109, Sampada Building, Mithakhali Six Roads,
Opposite Hare Krishna Complex, Behind Kiran Motors,
Ahmedabad- 380009, Gujarat

STATUTORY AUDITOR

M/s. Ashit N. Shah & Co. Chartered Accountants

SECRETARIAL AUDITOR

M/s. Vishwas Sharma & Associates Company Secretaries

INTERNAL AUDITOR

Paresh P. Joshi

REGISTRAR AND SHARE TRANSFER AGENT

Big share Services Private Limited A-802, Samudra Complex,
Near Klassic Gold Hotel,
Off C.G. Road Navrangpura, Ahmedabad-380009, Gujarat

CORPORATE IDENTIFICATION NUMBER

L72900GJ1992PLC017494

Website: charmsindustries.co.in

Email: charmsltd@yahoo.com

INDEX	
Contents	Page No.
Notice	3
Directors' Report	19
Management And Discussion Analysis	39
Independent Auditors' Report	44
Financial Statements	53
Notes forming part of Financial Statements	60

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of Charms Industries Limited will be held on Tuesday, September 30, 2025 at 12:30 p.m. at the Registered office of the Company situated at 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad- 38000, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2025, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2025 and Report of the Board of Directors and Auditors thereon.**
2. **To appoint Director in place of Ms. Nehalben Shivkumar Chauhan (DIN: 02901331), who retires by rotation and being eligible, offers herself for re-appointment as a Director of the Company.**
3. **To re-appoint M/s Ashit N. Shah & Co., as statutory auditor of the company**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, **M/s Ashit N. Shah & Co.**, Chartered Accountants, having Firm Registration No. 100624W be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting to be held in the year 2030, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditor."

"RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

SPECIAL BUSINESS:

4. **Appointment of Mr. Ashok Mankodi (DIN:- 11270802) as an Independent Director on the Board of the Company:**

To consider and, if thought fit, to give your assent/dissent to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Ashok Mankodi (Din:- 11270802), and in respect of whom the Company has received a notice in writing under Section 160 of the Act a member

proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from September 30, 2025 to September 29, 2030 and he will not be liable to retire by rotation."

"RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

5. Appointment of Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829) as an Independent Director on the Board of the Company:

To consider and, if thought fit, to give your assent/dissent to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829), and in respect of whom the Company has received a notice in writing under Section 160 of the Act a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from September 30, 2025 to September 29, 2030 and he will not be liable to retire by rotation."

"RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

For and on behalf of the Board

Sd/-

HARSHAD SHANTILAL GANDHI

Chairman & Director
(DIN: 01056779)

Date: 06.09.2025

Place: Ahmedabad

NOTES:

1. The Annual General Meeting (AGM) will be held on Tuesday, September 30, 2025 at 12.30 p.m. (IST) at the Registered Office of the Company at 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad- 38000, Gujarat.
2. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on behalf of himself/ herself and the proxy need not be a member of the company. proxies, in order to be valid & effective, must be received by the company at the registered office not later than forty-eight hours before the commencement of the above meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.
4. Members/proxies are requested to bring their copy of Annual Report to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the venue of the meeting.
5. For the convenience of members, the route map of the venue of the meeting is depicted at the end of the Notice.
6. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the shares certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.
8. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted is annexed hereto.
9. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of members and share transfer books of the Company will remain closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive) for the purpose of Annual General Meeting.
10. In terms of Section 152 of the Companies Act, 2013, Ms. Nehalben Shivkumar Chauhan (DIN: 02901331), Director, retires by rotation and being eligible, offers herself for re-appointment. As per explanation to Section 152(6)(e) of the Act, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Act or any other law for the time being in force. Information of Director proposed to be appointed and re-appointed at the AGM as required under Regulation 36(3) of the Listing Regulations is annexed to this Report.
11. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, is given hereunder forming part of the Annual Report.
12. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

13. The Members are requested to notify promptly any change in their address to the Company or their depository participant, as the case may be.
14. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH-13 either to the company or its Registrar and Shares Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.
15. Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed Bigshare Services Private Limited, A-802, Samudra Complex, off C G Road, Navrangpura, Near Girish Cold Drinks Ahmedabad 380009, Gujarat, India as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.
16. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participant ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the company/Company's Registrar and Transfer Agents i.e. Bigshare Services Private Limited
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall provide their PAN details to the Company/Registrars and Transfer Agent, Bigshare Services Private Limited.
18. SEBI has mandated that for registration of transfer of the shares in the demat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the Demat form.
19. As per SEBI mandate for no transfer of share except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
20. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD- 2/P/ CIR/2023/4 dated January 05, 2023, notice of the AGM along with Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participants, unless any member has requested for a physical copy of the same. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com For members who have not registered their email address, may write to the Company Secretary at charmsltd@yahoo.com and physical copies of the Notice of the Meeting are being sent through permitted mode.
21. Notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company /Depositories and physical copies to all other Members whose email is not registered. It is also note that the Notice and Annual Report 2024-25 is also available on the Company's website <http://charmsindustries.co.in/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Annual Report 2024-25 along with Notice is being sent to the members holding shares on cut-off date Friday, August 29, 2025.

In terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM. M/s SJV & Associates, Company Secretaries, Ahmedabad shall act as the Scrutinizer for this purpose.

22. THE PROCEDURE AND INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Saturday, September 27, 2025 at 9.00 a.m. and ends on Monday, September 29, 2025 at 5.00 p.m.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-

	Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository
i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at :1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at :022-4886 7000 and 022-24997000

STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders 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 e-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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <CHARMS INDUSTRIES LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; charmsltd@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

23. Ms. Janki Shah, Practicing Company Secretary Proprietor of M/s. SJV & Associates (Membership No. FCS: 13510; COP No: 10836 has been appointed by the Board of Directors of the Company to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
24. The Scrutinizer shall within two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
25. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website at www.charmsindustries.co.in and on the CDSL website www.evotingindia.com and communicated to the Stock Exchanges.

- 26.** Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

For and on behalf of the Board

Sd/-

HARSHAD SHANTILAL GANDHI

Chairman & Director

(DIN: 01056779)

Date: 06.09.2025

Place: Ahmedabad

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THESEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015:

NAME OF DIRECTORS	Ms. NEHALBEN SHIVKUMAR CHAUHAN
DIN	02901331
Date of Birth	09/05/1970
Date of Appointment	06/04/2015
Qualification and experience in specific functional area	H.S.C. and having more than 8 years of experience management and administration
Directorship held in other companies*	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL
Number of shares held in the company	31923
Relationship with any Director(s) of the Company	➤ Mr. Parth S. Chauhan (Son) ➤ Mr. Shivkumar R. Chauhan (Spouse)

*Pvt. Companies excluded

For and on behalf of the Board

Sd/-

HARSHAD SHANTILAL GANDHI

Chairman & Director

(DIN: 01056779)

Date: 06.09.2025

Place: Ahmedabad

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO.3: RE-APPOINTMENT OF M/S ASHIT N. SHAH & CO., AS STATUTORY AUDITOR OF THE COMPANY**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the 29th Annual General Meeting ('AGM') of the Company held on September 27, 2021 had approved appointment of M/S ASHIT N. SHAH & CO, Chartered Accountants (Firm Registration No. 100624W), as the Statutory Auditors of the Company to hold office from the conclusion of the Seventy Second AGM till the conclusion of the 33rd AGM of the Company to be held in the year 2025.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/S ASHIT N. SHAH & CO, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 33rd AGM till the conclusion of 38th AGM of the Company to be held in the year 2030, at a remuneration as may be mutually agreed between the Board and the Statutory Auditor.

M/S ASHIT N. SHAH & CO have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.3 of the Notice for approval by the Members.

SPECIAL BUSINESS**ITEM NO. 4. Appointment of Mr. Ashok Mankodi (DIN:- 11270802) as an Independent Director on the Board of the Company:**

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") has recommended the appointment of Mr. Ashok Mankodi (DIN:- 11270802) in accordance with Section 149, 150 and 152 of the Companies Act, 2023 and in accordance with Regulations 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from September 30, 2025, subject to the approval of the Members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Ashok Mankodi (DIN: - 11270802) as a Director. The Director has given declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Ashok Mankodi will not be liable to determination by retirement of directors by rotation at the General Meetings.

Mr. Ashok Mankodi has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Ashok Mankodi Confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has reviewed the capabilities of Mr. Ashok Mankodi vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Ashok Mankodi as Independent Director, for a term of 5 (five) consecutive years effective from September 30, 2025.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Ashok Mankodi as Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from September 30, 2025 to September 29, 2030 for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Ashok Mankodi setting out the terms and conditions of appointment is available for inspection by the Members. Members seeking to inspect the same can send a request to charmsltd@yahoo.com

The Board commends the resolutions as set out in the **Item No. 04** of the Notice for approval of the members as Special Resolution.

Except Mr. Ashok Mankodi to whom these resolutions relate along with and their relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.5. Appointment of Mr. Dilipkumar Ramprasad Joshi (Din: 11270829) as an Independent Director on the Board of the Company

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") has recommended the appointment of Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829) in accordance with Section 149, 150 and 152 of the Companies Act, 2023 and in accordance with Regulations 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from September 30, 2025, subject to the approval of the Members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829) as a Director. The Director has given declaration to the Board that he meets the criteria of Independence as provided under

Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Dilipkumar Ramprasad Joshi (DIN: 11270829) will not be liable to determination by retirement of directors by rotation at the General Meetings.

Mr. Dilipkumar Ramprasad Joshi has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Dilipkumar Ramprasad Joshi (DIN:11270829) Confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has reviewed the capabilities of Mr. Dilipkumar Ramprasad Joshi vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Dilipkumar Ramprasad Joshi as Independent Director, for a term of 5 (five) consecutive years effective from September 30, 2025.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Mr. Dilipkumar Ramprasad Joshi as Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from September 30, 2025 to September 29, 2030 for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Dilipkumar Ramprasad Joshi setting out the terms and conditions of appointment is available for inspection by the Members. Members seeking to inspect the same can send a request to charmsltd@yahoo.com

The Board commends the resolutions as set out in the **Item No. 05** of the Notice for approval of the members as Special Resolution.

Except Mr. Mr. Dilipkumar Ramprasad Joshi to whom these resolutions relate along with and their relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

For and on behalf of the Board

Sd/-

HARSHAD SHANTILAL GANDHI

Chairman & Director

(DIN: 01056779)

Date: 06.09.2025

Place: Ahmedabad

ANNEXURE**BRIEF PROFILE OF INDEPENDENT DIRECTORS SEEKING APPOINTMENT****{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}**

Sr No.	Name of Director	Mr. Ashok Mankodi	Mr. Dilipkumar Ramprasad Joshi
1	DIN	11270802	11270829
2	Date of Birth	28/09/1950	06/02/1954
3	Age	74	71
4	Date of Appointment	Date of passing of Shareholders resolution i.e. September 30, 2025	Date of passing of Shareholders resolution i.e September 30, 2025
5	Brief Resume, Qualification and experience in specific functional area	Mr. Ashok Mankodi is a graduate in the B.Sc (chem) and has experience in - Over 40 years in the cooperative banking sector, holding senior roles such as Manager, Chief Manager, DGM, and State CEO. - Served in key institutions including Rajkot Nag. Sah. Bank, Kalupur Bank, Ahmedabad District Coop Bank, and Ahmedabad Mercantile Coop Bank. - Experienced in banking operations, recovery, HR, legal, audits, and coordination with RBI, NABARD, and government bodies.	Mr. Dilip bhai is commerce graduate and has been Associated with Vijay co-operative bank as PRO for 20 years. Then after he is now into trading business on his own
6	Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Ashok Mankodi fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and knowledge.	Mr. Dilipkumar Ramprasad Joshi fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and knowledge.
7	Directorship held in other companies	N.A	N.A.

8	Membership or chairmanship of Committee in other Public Companies	N.A	N.A
9	Number of Shares held in the Company	N.A	N.A
10	Relationship with any Director of the Company	N.A	N.A
11	Listed entities from which the Director has resigned from Directorship in last 3 (Three) year	N.A	N.A.
12	Number of Board Meetings Attended during the year	N.A.	N.A.
13	Remuneration last drawn (including sitting fees, if any	N.A	N.A
14	Remuneration proposed to be paid	N.A	N.A
15	Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Mr. Ashok Mankodi is a person of integrity and considering her qualifications, extensive knowledge and experience, therefore, the appointment of Mr. Ashok Mankodi is in the interest of the Company.	The Board of Directors of the Company is of the opinion Mr.Dilipkumar Ramprasad Joshi is a person of integrity and considering her qualifications, extensive knowledge and experience, therefore, the appointment of Mr.Dilipkumar Ramprasad Joshi is in the interest of the Company.

DIRECTORS REPORT

Dear Member,

Your Board of Director ("Board") present the Thirty Third (33rd) Annual report of Charms Industries Limited for the financial year ended on March 31, 2025.

1. FINANCIAL PERFORMANCE

PARTICULARS	For The Year Ended March 31, 2025 (Rs In Thousand)	For The Year Ended March 31, 2024 (Rs In Thousand)
Income	321.00	3895.40
Other Income	15.30	50.84
Total Income	336.30	3946.24
Less : Expenditure	(1786.60)	(5244.27)
Profit/Loss before Interest , Depreciation and tax	(1450.30)	(1298.03)
Less : Interest	0	0
Less : Depreciation & Amortization Cost	(7.76)	(32.92)
Profit/ Loss Before Tax	(1458.06)	(1330.94)
Less : Tax Expenses	5.16	(6.91)
Profit / Loss after Tax	(1463.22)	(1324.04)

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. HIGHLIGHTS OF FINANCIAL SUMMERY

During the year under review, the company has incurred a loss of ` **1463.22** thousand, which has been increased as compared to the last F.-Y. 2024-25 i.e. `**1324.04** thousand.

3. DIVIDEND

Since the company incurred loss during the year ended on March 31, 2025, the Board of Directors has not recommended any dividend for the year.

4. 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.

5. RESERVES

The Company has not transferred any amount to Reserves.

6. CHANGE OF REGISTERED OFFICE

During the year under review, there was no change in address of registered office of the Company.

7. SHARE CAPITAL

The Authorized share capital of the Company is ` 4,50,00,000 consisting of 45,00,000 Equity Shares of ` 10 each. The Issued, Subscribed and paid-Up Capital of the Company is ` 4,10,61,000 consisting of 41,06,100 Equity Shares of ` 10 each.

During the year under review, there was no change in the Authorized Share Capital, Issued, Subscribed and Paid-up capital of the Company.

8. SCHEME OF ARRANGEMENT

The Board of directors in their Board Meeting held on 01.07.2023 has approved the Draft Scheme of Capital Reduction under Section 66 read with applicable rule & regulations and other applicable provisions of the Companies Act, 2013 subject to the necessary approvals.

This Scheme provides for undertaking of capital reduction of Charms Industries Limited (hereinafter referred as "CIL or "the Company"), whereby the paid-up share capital of the "CIL" shall be reduced from ` 4,10,61,000/- divided into 41,06,100 Equity Shares of ` 10/- each fully paid-up to ` 41,06,100/- divided into 41,06,100 equity shares of Re.1/- each fully paid-up and that such reduction be effected by cancelling the paid up capital amounting to ` 3,69,54,900 which has lost or is unrepresented by available tangible assets. Further, the Company also propose to cancel the capital reserve account of ` 31,46,530 by adjustment in debit balance of Profit & Loss Account and therefore the total amount of adjustment in debit balance of Profit & Loss Account is aggregating to ` 4,01,01,430, subject to all necessary approvals.

The reduction will be to the extent of ` 9/- per share upon each of the 41,06,100 equity shares which have been issued by reducing the paid-up value of all the shares in the capital of the Company from ` 10/- per share to Re.1/- per share. The debit balance of Profit & Loss Account of the Company will be written off to the extent of amount of the aforesaid reduction of share capital and Capital Reserve.

Further, the Scheme of Reduction of Capital does not result in any benefits to the Promoter / Promoter Group/Group Companies as there is no Change in percentage (%) of their shareholding.

The Company has received Observation Letter dated July 01, 2024 from the BSE Limited with 'no adverse observation' in the Scheme of Capital Reduction Capital between Charms Industries Limited and its Shareholders.

The Special Resolution has been passed with the consent of Shareholders in the last AGM held on Monday, September 23, 2024 for capital reduction of the company in which the company proposes to reduce 90% of the subscribed, issued and paid-up equity Capital of the Company and the Capital Reserve of the Company. Further the Company has filed application vide application no. **CP 4 of 2025** to the NCLT for the approval of Capital reduction however the Case is under process before NCLT.

9. LISTING

The Equity Shares of the Company are continued to be listed and actively traded on the Bombay Stock Exchange Limited (BSE). The company has paid listing fees to the Stock Exchanges (BSE).

10. DEMATERIALIZATION OF SHARES:

As on March 31, 2025, there were 32,27,960 Equity Shares dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents about 78.61% of the total issued, subscribed and paid-up capital of the Company.

11. SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANIES

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

12. CHANGE IN NATURE OF BUSINESS

The company is engaged in business of agriculture produce. The company deals in all or any types of products of agricultural, horticulture, herbals, industrial products, consumer products, consumer durables, building materials, pharmaceuticals, engineering, chemicals, petro-chemicals, rubber, plastics, polymers, textile, all type of precious metals, metal ferrous and non-ferrous metal products, stones, semiprecious stones, precious stones of all shapes, specifications and varieties.

The company has commenced new business line of trading and dealing Sponge iron as covered in the main object clause of the company along with existing business activities from the year starting on 1st April, 2024.

Earlier the Company was engaged as Full Fledge Money Changer (FFMC), however due to cancellation of the registration/ license of FFMC by the Reserve Bank of India by order dated February 15, 2022 (Ref.:AMD.FED.EP.No.S801/13.76.258/2021-22), the Company discontinued the business of money changer.

13. 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 RAGHUNANDAN CHAUHAN	Managing Director	Promoter, Executive	5	5
NEHALBEN SHIVKUMAR CHAUHAN	Director	Promoter, Non-Executive	5	5
PARTH SHIVKUMAR CHAUHAN	Director	Promoter, Executive	5	5
HARSHAD SHANTILAL GANDHI	Chairman & Independent Director	Non-Executive, Independent	5	5
NISHIT MADHAVBHAI RUPAPARA	Independent Director	Non-Executive, Independent	5	5

B. Retirement by rotation

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

C. Changes in the Board during the year: There is no change During the year**D. Declaration of Independent Director:**

Mr. Harshad S. Gandhi (DIN: 01056779) and Mr. Nishit M. Rupapara (DIN:02859031) are the existing Independent Directors in 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).

E. 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.

F. Profile of Directors Seeking Appointment / Reappointment

As required under regulation 36(3) of SEBI (LODR), 2015, particulars of the Directors retiring and seeking reappointment at the ensuing Annual General Meeting is annexed to the notice convening 33rd Annual General Meeting.

14. 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 Five (5) times on 28.05.2024, 07.06.2024, 14.08.2024, 14.11.2024, 14.02.2025 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

15. STATE OF THE COMPANY'S AFFAIRS

The state of the Company affairs forms an integral part of Management Discussion and Analysis Report is furnished in "Annexure-B" and is attached to the report.

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

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company shall be available on the website of the Company at www.charmsindustries.co.in.

17. 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;

18. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS**1. AUDIT COMMITTEE:**

The Board of the Company has constituted an Audit Committee at the Board level. The Audit Committee at the Board level acts as a link between the Statutory Auditors, Internal Auditor, the Management and the Board of Directors and oversees the Accounting Policies and Practices, Financial Reporting Process, Financial Statements, Reports of Auditors.

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 as applicable along with other terms as referred by the Board of Directors. The terms of reference of the Audit Committee are broadly as under:

- Oversight 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;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Examination and reviewing, with the Management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 (3)(c) of the Act;
 - ii. Changes, if any, in the Accounting Policies and Practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by Management;

- iv. Significant adjustments made in the Financial Statements arising out of audit findings;
- v. Compliance with listing and other legal requirements relating to Financial Statements;
- vi. Disclosure of any Related Party Transactions;
- vii. Qualifications in the draft Audit Report;
- Reviewing with the Management, the quarterly Financial Statements before submission to the Board for approval;
- Review and monitor the Auditors' 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;
- Evaluations of Internal Financial Controls and Risk Management Systems;
- Reviewing with the Management, performance of Statutory and Internal Auditor and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function and discussion with Internal Auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To review the functioning of the Whistle Blower Mechanism;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
- Consider and comment on rationale, cost benefits and impacts of schemes involving merger, demerger, amalgamation etc., on the listing entity and its shareholders.

The Committee comprises of 3 Directors, out of which 2 are Independent Directors. Mr. Dileep Panchal, Company Secretary of the Company acted as a Secretary of the Committee. All the Members of the Audit Committee have Financial, Accounting and Management expertise. The board of directors has accepted all recommendations of the Audit Committee during the year.

Name of the Directors	Category of directorship	Position	No. of Meeting Held	No of meeting 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

Meetings:

During the year, 4(Four) meeting of the committee was held on 28.05.2024, 14.08.2024, 14.11.2024, 14.02.2025. The necessary quorum was present at the Meetings.

2. NOMINATION AND REMUNERATION COMMITTEE:

The Board of the Company has constituted a Nomination & Remuneration Committee at the Board level. The scope of the activities of the Nomination & Remuneration Committee is in compliance with Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The broad terms of reference of Nomination and Remuneration Committee includes

- Determination and recommendation of criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Review and approval of compensation / remuneration payable to Senior Management Personnel, Relatives of Directors, Executive and Non-Executive Directors etc. and recommend to the Board for their approval;
- Succession planning for Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment of Directors / Independent Directors based on laid down criteria;
- Examination and evaluation of performance of the Board of Directors and Senior Management Personnel including Key Managerial Personnel based on criteria approved by the Board;

The remuneration has been paid as approved by the Board, in accordance with the approval of the Shareholders and within the overall ceiling prescribed under Section 197 and 198 of the Companies Act, 2013. The Committee comprises of 3 Directors, out of which 2 are Independent Directors. Mr. Dileep Panchal, Company Secretary of the Company acted as a Secretary of the Committee.

Name of the Directors	Category of Directorship	Position	Number of meeting held	Number of meeting attended
Mr. Harshad S. Gandhi	Independent non-executive	Chairman	2	2
Mr. Nishit M. Rupapara	Independent non-executive	Member	2	2
Mrs. Nehal S. Chauhan	Promoter, non-executive	Member	2	2

Meetings:

During the Year, 2 (Two) meeting of the committee was held on 14.08.2024, 14.02.2025

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.

Policy on Directors' Appointment & Remuneration

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees. The said policy is accessible on the Company's official website at www.charmsindustries.co.in

We affirm that the remuneration paid to the Directors is as per the terms laid out in the Remuneration Policy of the Company.

Annual Evaluation of Board, Committees and Individual Directors:

Pursuant to the provisions of the Act, Listing Regulations, 2015 and the Remuneration Policy of the Company, the Board of Directors/ Independent Directors/ Nomination and Remuneration Committee (as applicable) has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors including the Chairman of the Board of Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees. Such evaluation is presented to the Nomination and Remuneration Committee and the Board of Directors (as applicable).

Directors express their satisfaction with the evaluation process

The Committee while evaluating the performance of the Non-Executive Independent Directors may take into consideration various factors including:

- Attendance and Participation at the Board Meetings, Committee Meetings and Annual General Meeting;
- Other Directorship held by the Non-Executive Independent Directors;
- Input in strategy decisions;
- Review of Financial Statements, risks and business performance;

- Time devoted toward discussion with Management;
- Active participation in long-term strategic planning;

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company has constituted a Stakeholders' Relationship Committee ("SRC") pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Stakeholders Relationship Committee is responsible for the satisfactory redressal of investor complaints and recommends measures for overall improvement in the quality of investor services.

The Stakeholders Relationship Committee looks into various issues relating to shareholders/investors including:

- Transfer and transmission of shares held by shareholders in physical format;
- Shareholder's Complaint viz non-receipt of dividend, annual report, shares after transfer, delays in transfer of shares etc.;
- Status of dematerialization/rematerialization of shares;
- Issue of duplicate share certificates;
- Monitor and Track redressal of Investor complaints;
- Oversee the performance of the Company's Registrar and Transfer Agents;
- Review of measures taken for effective exercise of voting rights by Shareholders;
- Suggest measures for improvement upgrade the standard of services to investors from time to time;
- Carry out any other function as is referred by the board from time to time or enforced by any statutory modification/ amendment or modification as may be applicable;

The Company's shares are compulsorily traded in the de-materialized form. Based on the delegated powers of the Board, Directors/ officers/RTA approves the application / request for transfers / transmission / demat / remat of shares, deletion of name, duplicate share certificate etc. on a regular basis and the same is reported at the next meeting of the Committee, normally held every quarter.

The Committee comprises of 3 Directors, out of which 1 are Independent Directors. Mr. Dileep Panchal, Company Secretary of the Company acted as a Secretary of the Committee.

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	Position	Number of meetings held	Number of meetings attended
Mr. Harshad S. Gandhi	Independent non-executive	Chairman	1	1
Mr. Shivkumar R. Chauhan	Promoter and Managing Director	Member	1	1
Mr. Parth Shivkumar Chauhan	Executive	Member	1	1

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, 2025 are NIL. Mr. Dileep Panchal is the Company Secretary and Compliance Officer of the Company for the above purpose.

Meeting of stakeholders relationship committee

The Committee duly met 01(one) times on 07.06.2024

19. INDEPENDENT DIRECTORS MEETING:

The Independent Directors of the Company met during the year on 07.06.2024 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.

20. AUDITORS

The matters related to Auditors and their Reports are as under:

A. Statutory Auditors:

M/s. Ashit N Shah & Co., Chartered Accountants (FRN: 100624W), were appointed as the Statutory Auditors of the Company for a tenure of 4 (Four) years, to hold office from the conclusion of the 29th AGM held until the conclusion of the ensuing AGM. tenure of Statutory Auditors concludes at this ensuing AGM.

The Company has received confirmation from the Statutory Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Act and the firm satisfies the criteria specified in Section 141 of the Act read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company on the recommendation of the Audit Committee has re-appointed M/s. Ashit N Shah & Co as the Statutory Auditors of the Company pursuant to Section 139 of the Act for a second term 5 (five) years to hold office from the conclusion of the ensuing AGM till the conclusion of 38th AGM of the Company to be held in the year 2023, subject to approval by the Members at the ensuing AGM.

The Board recommends to seek consent of its members at the ensuing AGM on re-appointment of BSR as Statutory Auditors for tenure of 5 (five) years, to examine and audit the accounts of the Company during the said period.

The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers, which would be required to be dealt with in the Boards' Report.

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.

Further, maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company and accordingly such accounts and records are not made and maintained.

C. Internal Auditor

The Board of Directors was on the recommendation of Audit Committee, and pursuant to the provision of Section 138 of the Companies Act 2013 appointed Mr. Paresh Popatlal Joshi as an Internal Auditor of the Company

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. M/s. Vishwas Sharma & Associates, Practicing Company Secretaries had been appointed to issue Secretarial Audit Report for the Period ended on 31st March, 2025.

The Board of Director appointed M/s. Vishwas Sharma & Associates, practicing company secretary as secretarial auditor of the Company for F.Y. 2024-2025.

• Secretarial Audit Report :

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary. M/s. **Vishwas Sharma and Associates**, Company Secretaries had been appointed to issue Secretarial Audit Report for the Period ended on March 31, 2025. Secretarial Audit Report issued by M/s. **Vishwas Sharma and Associates**, Company Secretaries for the year ended on March 31, 2025 in Form MR-3 attached and marked as **Annexure "A"** for the period under review, forms part of this report.

The said report contains observation or qualification which is mentioned as below:

Qualification	Explanations
According to the Regulation 31(2) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the listed entity has to ensure that hundred percent of the shareholding pattern of the promoters has to be in dematerialised form and company has failed to keep their certain percentage of shareholding in dematerialised form.	The board would like to clarify that the company has approached the concern promoter various time and she assured the company to finish the process of dematerialisation.
b)The Company had failed to comply with regulation 30 under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. Further, SEBI has issued show cause notice on the company for repeated non-compliance of regulation 30 under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.	The board would like to clarify that the non-disclosure was unintentional, inadvertent in nature with no malafide intention and the company has assured that the same error will not be repeated in future instances. Further, the company has provided its reply to show cause notice on June 06, 2024 showing cause as to why inquiry against the company should not be

Further, SEBI passed Adjudicating order for violation under regulation 30(3) ,4(1)(a) & (b) and (6) read with clause 2(b) of Para B of Part A of Schedule III of LODR Regulations, 2015 read with clause 2.2 of Part B of SEBI circular CIR/CFD/1CMD/4/2015 date September 09, 2015 vide letter dated 04.02.2025 imposing fine on the Company	held and also appeared before the SEBI in the hearing conducted on June 25, 2024 and made all the necessary submission. Further, The SEBI has imposed fine of Rs. 100000 for the repeated Non-Compliance under regulation 30 under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 Vide Adjudicating order letter dated February 04, 2025 and Company has paid the same on February 12,2025 via NEFT.
---	--

21. GREEN INITIATIVE

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued Circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members.

As a responsible corporate citizen, the Company welcomes and supports the ‘Green Initiative’ undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, amongst others, to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA.

22. COMPANY SECRETARY:

Mr. Dileep Panchal is appointed as whole time company secretary and Compliance Officer of the company.

23. 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.co.in>

24. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACT IN 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.

25. 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.

26. COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD:

The Directors have devised proper systems to ensure compliance with the provisions of all applicable

Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. The Company confirms Compliance with the applicable requirements of Secretarial Standards 1 and 2.

27. CORPORATE GOVERNANCE:

As per the provisions of SEBI (Listing Obligations and Disclosures requirement) Regulation, 2015, the annual report of the listed entity shall contain Corporate Governance Report and it is also further provided that if the Company is not having the paid up share capital exceeding `10 crore and Net worth exceeding `25 crore, the said provisions are not applicable. As our Company does not have the paid up share capital exceeding `10 crore and Net worth exceeding `25 crore, the Corporate Governance Report is not applicable and therefore not provided by the Board.

28. 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.

29. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made there under, your Company has constituted Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment. The ICC includes external members with relevant experience. The ICCs, presided by senior women, conduct the investigations and make decisions at the respective locations. The ICCs also work extensively on creating awareness on relevance of sexual harassment issues, including while working remotely. Your Directors declared and confirm that, during the year under review, there is no case filed under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All new employees go through a detailed personal orientation on anti-sexual harassment policy adopted by the Company.

30. Statement on Compliance with the Maternity Benefit Act, 1961

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, including provisions relating to maternity leave, benefits, and protection of employment for women employees.

31. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company believes in the conduct of its affairs in a fair and transparent manner to foster professionalism, honesty, integrity and ethical behavior in its employees & stakeholders. The Company has adopted a Whistle Blower Policy as a part of vigil mechanism. Also, the Code of Business Conduct (Code) lays down important corporate ethical practices that shape the Company's value system and business functions and represents cherished values of the Company.

32. 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.

33. 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.

34. MATERIAL DEVELOPMENTS IN HUMAN RESOURCE

Our Company considers its Human Resources as the key to achieving its objectives. We firmly believe that a well-planned Human Resource Management program tailored to our organization and staff can significantly improve our business's bottom line.

Our teams are integral to our business. We have embraced a culture of excellence and meritocracy to nurture our people. We believe in selecting the right talent, training them, and instilling in them the spirit of our employees. We focus on developing a superior workforce so that both the organization and individual employees can accomplish their work goals in service to customers. Our aim is to achieve advanced flexibility, innovation, competitive advantage, and improved business performance. The employees are sufficiently empowered, and such a work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind the company's vision. Our company appreciates the spirit of its dedicated employees.

35. 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 "B" forming part of this Report.

36. LISTING

The Equity Shares of the Company are listed on Bombay Stock Exchange. The company has paid annual listing fees to the Stock Exchange for the year 2025-26, further the Company is regular in compliances of various clauses and regulations of the Listing Agreement and/or LODR.

37. 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- "C"**. No employee 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.

38. 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.

39. 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 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.

40. 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.

41. 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 equipment's: 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

42. DIRECTOR'S DISQUALIFICATION

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

43. INSOLVENCY AND BANKRUPTCY CODE:

During the Financial Year ended on March 31, 2025, there is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016

44. 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 ends of the financial year to which these financial statements relate on the date of this report.

45. 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

46. 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

Date: 06.09.2025
Place: Ahmedabad

Sd/-
HARSHAD SHANTILAL GANDHI
Chairman & Director
(DIN: 01056779)

“Annexure-A”

SECRETARIAL AUDIT REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2025

[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 Mithakhali Six Roads
Opp-Hare Krishna Complex B/H Kiran Motors
Ahmedabad GJ 380009 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CHARMS INDUSTRIES LIMITED** (CIN: **L72900GJ1992PLC017494**) (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, 2025** ('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, 2025** 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 thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing. (**not applicable to the company during the audit period**)
- 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, 2018.
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 ***(not applicable to the company during the audit period)***
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ***(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, 2021 ***(not applicable to the company during the audit period);***
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ***(not applicable to the company during the audit period);***
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the provisions of The Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Factories Act, 1948 and rules made thereunder, as is specifically applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Uniform Listing Agreement entered into by the Company with Bombay Stock Exchange (BSE).

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) According to the Regulation 31(2) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the listed entity has to ensure that hundred percent of the shareholding pattern of the promoters has to be in dematerialized form and company has failed to keep their certain percentage of shareholding in dematerialized form.

b) The Company had failed to comply with regulation 30 under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. Further, SEBI has issued show cause notice on the company

for repeated non-compliance of regulation 30 under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Further, SEBI passed Adjudicating order for violation under regulation 30(3), 4(1)(a) & (b) and (6) read with clause 2(b) of Para B of Part A of Schedule III of LODR Regulations, 2015 read with clause 2.2 of Part B of SEBI circular CIR/CFD/1CMD/4/2015 date September 09, 2015 vide letter dated 04.02.2025 imposing fine on the Company.

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.

Board takes 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 there were no other instances of:

- (i) Rights/ debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger/ amalgamation etc.
- (v) Foreign technical collaborations.

For, **Vishwas Sharma & Associates,**
Company secretaries,

Vishwas Sharma

Proprietor

FCS:12606

COP:16942

PR No: -864/2020

UDIN: F012606G000553168

Date: 05.06.2025

Place: Ahmedabad

Note: This report is to be read with my letter of even date which is annexed as Annexure -1 herewith and forms and integral part of this report

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
CHARMS INDUSTRIES LIMITED,

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. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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, **Vishwas Sharma & Associates**,
Company secretaries,

Vishwas Sharma
Proprietor
FCS:12606
COP:16942
PR No: -864/2020
UDIN: F012606G000553168

Date: 05.06.2025
Place: Ahmedabad

“Annexure-B”

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

INDIAN ECONOMIC OVERVIEW

Global economies which were impacted by uncertainties and volatility on account of Covid-19 fallout, prolonged geopolitical conflicts and monetary tightening by central banks amidst inflationary trends are witnessing gradual resurgence, marked by waning fears of recession and rebounding growth in major economies. However, there are some regional incongruences, with some regions experiencing subdued economic activity on account of geopolitical tensions. Globally, inflation management continues to remain a key priority. Despite these challenges, leading indicators suggest an overall expansion in economic activity driven by both manufacturing and service sectors. India remains a bright spot in the revival of the global economy. The Indian economy continued to exhibit robust economic performance with broad-based growth across sectors. RBI also, in its recent MPC meeting, noted the strong growth momentum in the economy and projected real GDP growth for 2025-26 at 7 percent, driven by a pickup in rural demand and sustained momentum in the manufacturing sector. In its April 2024 WEO, IMF revised upwards its estimate of India's GDP growth for FY 2024-25 to 7.8 percent and of estimated a growth rate 6.8 percent in 2024-25 based on its assessment of strength in domestic demand and demographic advantage. In March 2024, India witnessed a surge across multiple economic indicators, reflecting robust and resilient business activity. The month marked significant milestones, from record-breaking performances in the stock market to remarkable advancements in tax revenue collection. India's **sponge iron production** reached **55.654 million tonnes**, marking a **7.9% increase** over the previous fiscal year. This aligns closely with estimates from other sources like BigMint, which projected production to be around **56 million tonnes. or the period April–February 2025, production was slightly lower at 50.812 million tonnes, representing an 8.0% growth over the same period in FY 2023–24.**

Official or provisional data for sponge iron production in FY 2025–26 is not yet available from the Joint Plant Committee or government publications as of now. However, there are relevant industry trends that impact sponge iron prospects: India's iron ore output rose to 289 million tonnes in FY 2024–25, with continuing deficits expected and a growing need for high-grade ore imports. Iron ore imports are projected to grow to 8–10 million tonnes in FY 2025–26, partly due to capacity expansions by major steelmakers like JSW Steel and declining global ore prices. These developments suggest robust demand for sponge iron, especially via coal-based DRI routes, but without actual JPC data, production numbers remain speculative.

INDIAN AGRICULTURE SECTOR OVERVIEW

Agriculture and allied sectors continue to remain one of the most important sectors of the Indian economy and is the main source of livelihood for ~55% of India's population. India has the world's largest cattle herd, the largest area planted for wheat, rice, and cotton, and is the largest producer of milk, pulses, and spices in the world. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. The agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country's population. Thus, farmers become an integral part of the sector to provide us with a means of sustenance.

The agriculture and allied sectors have remained resilient throughout the pandemic and geopolitical conflicts and is estimated to have grown by 0.7% in Financial Year 2024-25, as per Second Advance Estimates by Central Statistical Office (CSO). Foodgrains production declined in kharif season due to deficient and unevenly distributed rainfall (both spatially and temporally) along with depleting reservoir levels. As of March 28, 2024 reservoir levels were at 36 per cent of the full capacity, below the last year's level of 43 percent. Foodgrains production for 2024-25 is estimated at 3,093.5 lakh tonnes, 1.3 per cent lower than the final estimates of last year (as per Second Advance Estimates). Among major crops, the output of rice declined while that of wheat rose. Pulses production dropped with a sharp decline recorded during the kharif season. Among commercial crops, the output of oilseeds, cotton and sugarcane registered a sharp decline vis-à-vis last year. As per the First Advance Estimates (FAE), the production of horticultural crops during 2024-25 was placed at 355.3 million tonnes, The agriculture sector grew by around 4.2–4.6% in FY 2024-25, reflecting recovery and robust output **Foodgrain production** reached a record **353.95 million tonnes**, early report foodgrains at **3309.2 lakh tonnes (330.92 mt)**, up 4.8% YoY; horticulture output at **3620.9 lakh tonnes**, a gain of 2.1%. Livestock grew (5.4%) and fisheries (5.9%), contributing significantly to allied sector gains; **real agricultural GVA** rose 2.7% in FY 2023-24.

Interim Budget Financial Year 24-25 – Highlights for the agriculture sector:**1. Sector Performance Metrics**

- The steel sector exhibited robust growth in the period covered by the Interim Budget:
- Sponge Iron (DRI) production rose by 18.1%, from 43.62 million tonnes to 51.50 million tonnes.
- **Crude steel production grew by 13.2%, Hot Metal by 7.2%, and Pig Iron by 24.8%.**
- This significant uptick underscores the steel industry's expanding capacity and output during that fiscal window.

2. Budget Context and Strategic Intent

- The Interim Budget underscored continued emphasis on capital expenditure, which indirectly supports manufacturing and associated sectors like steel.
- Capital outlay for infrastructure was boosted by 11.1%, reaching ₹11.11 lakh crore, equivalent to about 3.4% of GDP
- However, the Budget itself did not announce specific initiatives or subsidies exclusively for sponge iron or the iron & steel sector.

COMPANY BUSINESS:

Earlier the Company was engaged in the Business of Full Fledged Money Changer (FFMC) in terms of the License issued by the Reserve Bank of India. Due to outbreak of Covid in the Financial Year 2020-21 and its effect on the international tours and travels, the business of the Company effected very badly and hence there was no revenue in the Financial Year 2021-22 and the Company also failed to apply for renewal of its FFMC License with RBI within the stipulated time period and hence the RBI cancelled the FFMC License of the Company, therefore the Company stopped the business/services of FFMC. Thereafter, the Board decided to explore other business opportunity.

Currently, the company is engaged in the business of agriculture produce since January 2023 and Sponge Iron since June 2024

In Agriculture produce, the Company Deals in all or any types of products of agricultural, horticulture, herbals, industrial products, consumer products, consumer durables, building materials, pharmaceuticals, engineering, chemicals, petro-chemicals, rubber, plastics, polymers, textile, all type of precious metals, metalferrous and non-ferrous metal products, stones, semiprecious stones, precious stones of all shapes, specifications and varieties.

OPPORTUNITIES, STRENGTHS, CONCERNS**Strengths**

- The Indian agriculture is large, competitive and well developed, offering products at low prices. The sector experiences a constant demand, as Indians have a strong preference for fresh rather than processed foods and for local spices and ingredients.
- Provides employment for a large Indian population, living in rural territories.
- Recent advances in technology and government initiatives support the development of the sector. In pursuance of the government policy to strengthen and promote IT led governance, the department of agriculture and cooperation has been taking various measures to promote the use and application of technology with the aim of making agriculture “online” for the use of farmers, exporters, and traders, etc.

Weakness

- One of the major weaknesses present for the agricultural sector in India is in the lack of government support. Unlike in East Asian countries, the shift of the labour force from agriculture to non-agriculture in India is peculiarly slow, largely attributable to rigid labour laws in both the agricultural and industrial sectors.
- Inadequate road linkages also remain a major constrain for the development of well- functioning agricultural markets. A continuing fragmentation of land-holdings, poor maintenance of existing irrigation systems and declining soil fertility in some areas are other factors.

- Another weakness is based on seasonality and the fact that agricultural sector output heavily depends on the annual monsoon, as less than one-third of cropland is irrigated. The main foodgrain crops, for example, and some cash crops (oilseeds, cotton, jute and sugar) depend on the south-west monsoon (This brings 80% of India's rain, usually within a three-month period from June to mid-September. The 2002 south-west monsoon was disastrous, causing the autumn grain harvest to fall by 18% year on year. In 2004 the sector stagnated in comparison to the previous year when the best monsoon rains in a decade generated growth of around 10% in the agricultural sector. Excessive rainfall in 2005 caused severe flooding in Maharashtra (The Economist Intelligence Unit Report, 2005a)).

Opportunities

- A growing population, rapid economic development, and political and social demands exceed the mandate and capabilities of any corporation in an emerging economy, and India is no exception to this. A growing population has made industrial development one of the Indian government's highest policy priorities; it is an important element of economic development as it assists in raising national income at a more rapid pace. It is also a precondition for continued agricultural development.
- The government continues to play a major role in assisting farmers through agricultural credits, subsidies, price support schemes and extension services. Although there are no food security concerns at present, better agricultural productivity will hold the key to stable growth in food production, given the limits of the resource base. There is an opportunity for the economic growth to benefit more people only if the country raises agricultural productivity, improves its system of general education to help the millions who must leave farming, and encourages labor intensive manufacturing industries.

Threats

- About one-fifth of the country is covered by forests and woodland, and one-half of this area is reserved for the production of timber and other forestry products (Varshney, 1998). However, there are increasing concerns from environmentalists and local government over the rapid depletion of forest areas, ecological factors, and scarcity of natural resources.
- As income rises, India is becoming an increasingly important market for processed foods, especially in the cities and among young people. Aware of quality and international brands, consumers are less likely to support national products, and are more vulnerable to pay premium prices for foreign products of better quality. This represents a potential substitution to the local products, impacting the production levels of agriculture sector.
- Food support prices for wheat and rice have given farmers little incentive to diversify and have filled government storage facilities to overflowing, while keeping the market price of foodgrains artificially high. Current agricultural policy, which supports cereal production, is exceedingly expensive and will be unable to deal with the likely scenario of a shift in consumption from cereal food towards non-cereal food. A lack of market infrastructure also hampers the movement of crops, leading to sudden shortages. India has considerable potential as an exporter of rice, cotton, many types of fruit and even flowers, but this has so far not been tapped.
- The introduction of high-yield crop varieties and new fertilising and irrigation techniques over recent decades the so-called Green Revolution dramatically increased productivity in some regions. India has been self-sufficient in food since the mid-1970s, maintaining buffer stocks adequate to meet demand despite failed harvests and seasonal fluctuations (Ramakrishnan, 1993; The World Bank, 1997).

FINANCIAL PERFORMANCE

This year had a very bad impact on company's financial as well as operational performance

The Company has incurred Net loss for the year ended 31st March 2025 of ` 14.63/- Lakhs. Further there has been no significant changes in key financial ratios of the Company.

The company is in process to take important steps in the area of managing the business as the amount of losses in the company is increasing from last some years and unable to recover any amount.

The company have filed application for Capital reduction of the company and scheme of Capital Reduction Provides for provides for undertaking of capital reduction of **CHARMS INDUSTRIES LIMITED** (hereinafter referred as "CIL or "the Company"), whereby the paid-up share capital of the "CIL" shall be reduced from `4,10,61,000/- divided into 41,06,100 Equity Shares of `10/- each fully paid-up to `41,06,100/- divided into 41,06,100 equity shares of Re.1/-each fully paid-up and that such reduction be effected by cancelling the paid up capital amounting to ` 3,69,54,900/- which has lost or is unrepresented by available tangible assets. Further, the Company also propose to cancel the capital reserve

CHARMS INDUSTRIES LIMITED

account of `31,46,530/- by adjustment in debit balance of Profit & Loss Account and therefore the total amount of adjustment in debit balance of Profit & Loss Account is aggregating to `4,01,01,430/-.

Further the reduction will be to the extent of `9/- per share upon each of the 41,06,100 equity shares which have been issued by reducing the paid-up value of all the shares in the capital of the Company from `10/- per share to Re.1/- per share. The debit balance of Profit & Loss Account of the Company will be written off to the extent of amount of the aforesaid reduction of share capital and Capital Reserve.

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/-

HARSHAD SHANTILAL GANDHI

Chairman & Director

(DIN: 01056779)

Place: Ahmedabad

Date: 06-09-2025

“Annexure-3”

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	NIL
II.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year	-	NIL
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, 2025.	3	
V.	Average percentile increases 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	

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Charms Industries Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Charms Industries Limited ("the Company") which comprise the Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss (including the Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

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 Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those SAs 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statement.

Other information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual report, but does not include the Financial Statements and Auditor's report there on. The Company's Annual report is expected to be made available to us after the date of this Auditors Report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that if there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions 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 material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to

continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) 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 purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flows dealt with by this report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the IND AS specified under Section 133 of the Act.

(e) On the basis of written representations received from the directors of the Company as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

(f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014.

(g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting

(B) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31st March 2025 on its financial position in its financial statements.

b. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d. (1) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any

other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company
- or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(2) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(3) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) of the Rule 11(e), as provided under (i) and (ii) above, contain any material mis-statement.

e. The company has not declared or paid any dividend during the year, hence there is no noncompliance with Section 123 of the Act.

f. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the Financial Year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility. However, The feature of recording audit trail (edit log) facility was not enabled at the application layer of the accounting softwares for the period 1 April 2024 to 31 March 2025.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors

during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For Ashit N Shah & Co
Chartered Accountants
FRN: 100624W

Sd/-
Ashit N. Shah
(Proprietor)
Membership No. 036857
UDIN: 25036857BMHULY7889

Place of Signature: Ahmedabad
Date: 29-05-2025

Annexure 'A' to the Independent Auditor's Report

With reference to the "Annexure A" referred to in the Independent Auditor's Report to the members of the Company on the Ind AS Financial statements for the year ended 31st March, 2025, we report the following:

(Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.)

I a. (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(ii) According to the information and explanation given to us, the company does not have any intangible assets.

b. The Property, Plant and Equipment have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size & nature of the company. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c. According to the information and explanations given to us we report that the title deeds, comprising all the immovable properties of land and buildings are not held in the name of the Company as at the balance sheet date. The title deeds of immovable properties are not produced before us for verification.

d. The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

e. In our opinion according to the information and explanations given to us, there are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

II a. The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. As explained to us, there were

no material discrepancies noticed on physical verification of inventories as compared to the book records. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

b. According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions on the basis of security of current assets, and hence reporting under clause (ii)(b) of the Order is not applicable.

III. According to the information and explanation given to us, during the year the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

IV. In our opinion and according to the information and explanations given to us, during the current financial year, the company has not given/made any loan, investment, guarantee and security and accordingly provisions of section 185 and 186 of the Act are not applicable.

V. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits and hence the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014, with regard to the deposits accepted are not applicable to the Company. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the company.

VI. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

VII. a. In our opinion and according to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues of provident fund, employee state insurance, tax deducted at source and GST. We were informed that operation of the Company did not give rise to duty of customs, duty of excise, value added tax, cess.

b. According to the information and explanation given to us, there is no due on account of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of dispute.

VIII. According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

IX. a. As per the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowing to banks and financial institutions during the year

b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purpose for which they were obtained.

d. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment by the company.

e. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the company has not taken funds from any entity or person on account of or to meet

the obligations of its subsidiaries, associates or joint ventures.

f. In our opinion and according to the information and explanations given to us, during the year the company has not raised loans on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

X. a. The Company has not raised monies by way of initial public offer or further public offer (including debt instruments) or term loans. Therefore, reporting under paragraph 3(x) of the Order is not applicable.

b. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

XI. a. To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b. To the best of our knowledge and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

c. To the best of our knowledge and according to the information and explanations given to us, Section 177(9) of Companies Act, 2013 is not applicable to company and as per representation received from management there are no whistleblower complaints received during the year. Therefore, reporting under paragraph 3(xi)(c) of the Order is not applicable.

XII. According to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, reporting under paragraph (xii) of the Order is not

applicable.

XIII. According to the information and explanations given to us, based on our examination of the records of the Company and approval has been obtained from audit committee and Board of Directors, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.

XIV. a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b. According to the information and explanations given to us, Company has not appointed internal auditors.

XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

XVI. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c) and (d) of the Order is not applicable.

XVII. The Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year amounting to Rs. 14.50 Lakhs and Rs. 12.98 Lakhs respectively.

XVIII. There has been no resignation of the statutory auditors of the Company during the year.

XIX. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX. According to the information and explanations given to us, the Company is not required to spend for CSR as per 135(5) of companies Act, 2013. Hence reporting under clause 3(xx) of the Order is not applicable.

For Ashit N Shah & Co
Chartered Accountants
(Firm Reg No. -100624W)

Sd/-
Ashit Shah
(Proprietor)
Mem. No. 036857
UDIN: 25036857BMHULY7889

Place: Ahmedabad
Date: 29-05-2025

Annexure B to Independent Auditors' Report

(Referred to in paragraph 2(A)(f)] under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**Opinion**

We have audited the Internal Financial Controls with reference to financial statements of **Charms Industries Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, 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 March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's and Board of Directors' Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining Internal Financial Controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements

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 prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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.

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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements 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 with reference to financial statements include 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 with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Ashit N Shah & Co
Chartered Accountants
(Firm Reg No. -100624W)

Sd/-
Ashit Shah
(Proprietor)
Mem. No. 036857
UDIN: 25036857BMHULY7889

Place: Ahmedabad
Date: 29-05-2025

Balance Sheet as at 31 March, 2025

(` in Thousands)

	Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
	<u>ASSETS</u>			
1.	Non-current assets			
	(a) Property, Plant & machinery	4	459.61	467.37
	(b) Financial Assets			
	i) Investment	5	3,303.00	3,303.00
	ii) Other Financial Assets		-	-
	(c) Other non-current assets		-	-
	Total Non-Current Assets		3,762.61	3,770.37
2.	Current assets			
	(a) Inventories		-	-
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables	6	-	246.40
	(ii) Cash and cash equivalents	7	1,135.44	1,570.31
	(iii) Bank Balance other than (ii) above		-	-
	(iv) Loans	8	1,200.00	1,200.00
	(c) Other current assets	9	7.67	8.51
	Total Current Assets		2,343.11	3,025.22
	TOTAL ASSETS		6,105.72	6,795.59
	<u>EQUITY AND LIABILITIES</u>			
	EQUITY			
	(a) Equity Share Capital	10	41,061.00	41,061.00
	(b) Other Equity	11	(40,876.30)	(39,413.08)
	Total equity attributable to owners of the company		184.70	1,647.92
	LIABILITIES			
	(1) Non- current liabilities			
	(a) Provisions		-	-
	(b) Deferred Tax Liability(Net)	12	53.80	48.64
	Total Non-Current Liabilities		53.80	48.64
	(2) Current Liabilities			
	(a) Financial Liabilities			

CHARMS INDUSTRIES LIMITED

(i) Borrowings	13	4,025.00	4,025.00
(ii) Trade payables		-	-
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	14	633.22	162.03
(c) Provisions	15	1,209.00	912.00
Total Current Liabilities		5,867.22	5,099.03
TOTAL EQUITY & LIABILITIES		6,105.72	6,795.59
The accompanying notes form an integral part of the financial statements			

In terms of our report attached.

For, Ashit N Shah & Co
Chartered Accountants
(FRN : 100624W)

On behalf of the Board of Directors
Charms Industries Limited

Ashit Shah
Proprietor
Mem . No. : 036857
Date : 29.05.2025
Place : AHMEDABAD

Shivkumar R Chauhan
Managing Director
(DIN:00841729)

Harshad S Gandhi
Director
(DIN:01056779)

Biren J. Thaker
Chief Financial Officer

Dileep Panchal
Company Secretary

Date : 29.05.2025
Place : AHMEDABAD

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

(` in Thousands)

	PARTICULARS	Not e No.	Year Ended 31st March, 2025	Year Ended 31st March, 2024
I	Revenue from operations:	16	321.00	3,895.40
II	Other Income	17	15.30	50.84
III	Total Revenue (I + II)		336.30	3,946.24
IV	Expenses			
	Purchases of Stock in Trade		289.17	2,237.87
	Changes in inventories of finished goods, work in progress and Stock-in- trade	18	-	1,000.00
	Employee benefits expense	19	698.29	644.60
	Finance Costs		-	-
	Depreciation and amortization expense	4	7.76	32.92
	Other expense	20	799.14	1,361.80
	Total Expense		1,794.36	5,277.19
V	Profit before tax (III-IV)		(1,458.06)	(1,330.94)
VI	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		5.16	(6.91)
			5.16	(6.91)
VII	Profit for the period (V -VI)		(1,463.22)	(1,324.04)
VII I	Other Comprehensive Income		-	-
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Sub-total (A+B)		-	-

IX	Total Comprehensive Income for the period (VII + VIII) (Comprising Profit and Other Comprehensive Income for the period)		(1,463.22)	(1,324.04)
XV I	Earnings per equity share: (1) Basic (2) Diluted	21	(0.36) (0.36)	(0.32) (0.32)
	The accompanying notes form an integral part of the financial statements			

In terms of our report attached.

For, Ashit N Shah & Co
Chartered Accountants
(FRN : 100624W)

On behalf of the Board of Directors
Charms Industries Limited

Ashit Shah
Proprietor
Mem . No. : 036857

Shivkumar R Chauhan
Managing Director
(DIN:00841729)

Harshad S Gandhi
Director
(DIN:01056779)

Date : 29.05.2025
Place:AHMEDABAD

Biren J. Thaker
Chief Financial Officer

Dileep Panchal
Company Secretary

Date : 29.05.2025
Place : AHMEDABAD

STATEMENT OF CASH FLOW FOR THE PERIOD ENDED 31ST MARCH, 2025

(` in Thousands)

	Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit Before Tax	(1,458.06)	(1,330.94)
	Adjustment for		
	Add :		
	Interest and Finance Charges	-	-
	Depreciation	7.76	32.92
	Less:		
	Profit on sale of Property, Plant and Equipment	7.76	32.92
	Operating Profit Before Working Capital Changes (Increase) / Decrease in Current Assets	(1,450.30)	(1,298.03)
	Trade and Other Receivables	246.40	(246.40)
	Inventories	-	1,000.00
	Other current assets	0.85	(0.84)
	Increase / (Decrease) in Current Liabilities		
	Trade and Other Payables	-	-
	Other current Liabilities	768.20	(20.62)
	Cash Generated From Operations		
	Direct Taxes Paid	-	-
	NET CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES (A)	(434.86)	(565.89)
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Proceeds from Investments	-	-
	Purchase of Property, Plant and Equipment	-	(16.50)
	NET CASH INFLOW / (OUTFLOW) FROM INVESTING ACTIVITIES (B)	-	(16.50)
C.	CASH FLOW USED IN FINANCING ACTIVITIES		
	Repayment of long Term Borrowings	-	-
	Proceeds from Short Term Borrowings	-	2,000.00
	Loans given	-	(1,200.00)
	NET CASH INFLOW / (OUTFLOW) FROM FINANCING ACTIVITIES (C)	-	800.00

	et Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(434.86)	217.61
	Add : Cash and Cash Equivalents balance as at 1st April	1,570.31	1,352.69
	Cash and Cash Equivalents as at 31st March	1,135.45	1,570.31

The accompanying Notes are integral part of these Financial Statements.

The previous year's figures have been regrouped and reclassified wherever necessary.

In terms of our report of even date

For, Ashit N Shah & Co
Chartered Accountants
(FRN : 100624W)

On behalf of the Board of Directors
Charms Industries Limited

Ashit Shah
Proprietor
Mem . No. : 036857

Shivkumar R Chauhan
Managing Director
(DIN:00841729)

Harshad S Gandhi
Director
(DIN:01056779)

Date : 29.05.2025
Place:AHMEDABAD

Biren J. Thaker
Chief Financial Officer

Dileep Panchal
Company Secretary

Date : 29.05.2025
Place : AHMEDABAD

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025(` in
Thousands)

<u>Particulars</u>	<u>Attributable to the equity holders of the company</u>			
	Reserves and Surplus			Total
	Equity Share Capital	Net Surplus in Statement of P&L	General Reserve	
-	-	-	-	-
<u>Balance as at 31st March,2023</u>	41,061.00	(41,235.57)	3,146.53	2,971.96
Profit for the year	-	(1,324.04)	-	(1,324.04)
Add/(Less): Other comprehensive Income	-	-	-	-
<u>Balance as at 31st March,2024</u>	41,061.00	(42,559.61)	3,146.53	1,647.92
Profit for the year	-	(1,463.22)	-	(1,463.22)
Add/(Less): Other comprehensive Income	-	-	-	-
<u>Balance as at 31st March,2025</u>	41,061.00	(44,022.83)	3,146.53	184.70

Note : Figures in brakets indicate negative figures.

The previous year's figures have been regrouped and reclassified wherever necessary.

In terms of our report of even date

For, Ashit N Shah & Co
Chartered Accountants
(FRN : 100624W)

On behalf of the Board of Directors
Charms Industries Limited

Ashit Shah
Proprietor
Mem . No. : 036857
Date : 29.05.2025
Place:AHMEDABAD

Shivkumar R Chauhan
Managing Director
(DIN:00841729)

Harshad S Gandhi
Director
(DIN:01056779)

Biren J. Thaker
Chief Financial Officer
Date : 29.05.2025
Place : AHMEDABAD

Dileep Panchal
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**Company Overview & Significant Accounting Policies****1. Reporting Entity**

Charms Industries Limited (the 'Company') is a Company domiciled in India, with its registered office situated at 108/8-109, Sampada Complex, Mithakhali six roads, Opp. Harekrishna Complex, Ahmedabad - 380009, Gujarat. The Company has been incorporated under the provisions of Companies Act, 2013. The Company is primarily involved in trading activity.

2. Basis of preparation**a. Statement of compliance with Ind AS**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under Section 133 of Companies Act, 2013 (the 'Act') and other relevant provisions of the Act. The Company has adopted all the relevant Ind AS and the adoption was carried out in accordance with Ind AS 101, "First Time Adoption of Indian Accounting Standards". The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

b. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the functional currency.

Basis of Measurement

The financial statements have been prepared on the historical cost basis.

c. Use of Estimates and Judgments:

In preparing these financial statements, management has made judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, incomes and expenses. Actual results may differ from these estimates.

Estimates:

Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on historical experience and other factors including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Revisions to the accounting estimates are recognised prospectively.

Judgements:

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the respective note.

Assumptions and Estimation Uncertainties:

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the respective note.

d. Measurement of Fair Values:

The Company has established control frame work with Respect to the measurement of Fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's Board of Directors.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the

Level 1 - quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level2- inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in measuring fair values is included in the respective note.

3. Significant Accounting Policies

1. Financial Instruments

A. Financial Assets:

i.) Classification:

The Company classifies its financial assets in the following measurement categories:

- Those measured at amortized cost and
- Those to be measured subsequently at either 'Fair value through other comprehensive income' (FVTOCI) or 'Fair value through profit or loss' (FVTPL).

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

- A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL :
 - the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
 - the contractual terms of a financial asset give rise on specified dates to cash flows that are solely payments of Principal and interest on the principal amount outstanding.

- A debt investment is measured at FVOCI if it meets both following conditions and is not designated as at FVTPL:
 - the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
 - the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Financial assets are not reclassified subsequent to their initial recognition except if and in the period the Company changes its business model for managing financial assets.

ii.) Measurement

At initial recognition, the Company measures a financial asset when it becomes a party to the contractual provisions of the instruments and measures at its fair value. Transaction costs are incremental costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent Measurement and Gains and Losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on de-recognition is recognized in profit or loss.

iii.) De-recognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

B. Financial Liabilities:

(i) Classification, Subsequent Measurement and Gains and losses

Financial liabilities are classified as measured at Historical cost. Government of Gujarat, in capacity of the Promoter of the company, provides investment funds in form of interest free loans having specific directions to invest in equity shares of Group Entities of the company in terms of CIC directions. Investment funds, released as loan by GoG, when received for investment in

equity are recognized as financial liabilities. There exist an obligation, however, the terms and conditions do not specify that whether the loan is repayable on demand and also fixed repayment schedule is not specified. Considering the said fact it is not possible to value such financial liability at amortized cost.

ii) De-recognition

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the profit or loss.

C. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

D. Investments in Associates and Subsidiaries

Investments in associates is carried at cost in the separate financial statements. Subsidiaries are valued at Fair Value.

2. Property, Plant and Equipment

i. Recognition and Measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation, and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Useful lives have been determined in accordance with Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Subsequent Expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method and is recognised in the statement of profit

and loss.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

iv. **Derecognition**

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of assets.

3. **Impairment**

i. **Impairment of Financial Assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for valuating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL). At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Measurement of Expected Credit Losses

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

ii. **Impairment of Non-Financial Assets**

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

In respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

4. Employee Benefits

i. Short Term Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

ii. Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions in to a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

iii. Defined Benefit Plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount using market yields at the end of reporting period on government bonds.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the Asset Ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognized immediately in profit or loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

5. Provisions (other than Employee Benefits), Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present legal obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but are disclosed in the notes to the financial statements. A contingent asset is neither recognized nor disclosed if inflow of economic benefit is probable.

6. Recognition of Dividend Income, Interest Income

Income from dividend is accounted as and when such dividend has been declared and the company's right to

receive payment is established.

Interest income is recognized on a time proportion basis, taking in the account the amount outstanding and the rate applicable.

7. Income Tax

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

(i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to setoff the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities, but they intend to settle current tax liabilities and assets on net basis or their tax assets and liabilities will be realized simultaneously.

8. Cash and Cash Equivalents

Cash and cash equivalents include cash and cheques in hand, bank balances, demand deposits with banks and other short term highly liquid Investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value where original maturity is three months or less.

9. Earnings per Share

Basic earnings per share is calculated by dividing the net profit after tax for the year attributable to equity share holders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is calculated by dividing net profit attributable to equity shareholders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding during the year plus potential equity shares.

10. Cash Flow Statement

Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

NOTES 4 Property, Plant & machinery

(` in Thousands)

		GROSS BLOCK				DEPRECIATION				NET BLOCK	
SR. NO .	DESCRIPTION OF ASSETS	As on 01/04/2024	Addition During the Year	Deduction During the Year	As on 31/03/2025	As on 01/04/2024	Depreciation for the Year	Deduction/Addition due to adjustment During the Year	As on 31/03/2025	As on 31/03/2025	As on 31/03/2024
1	Office Building	999.08	-	-	999.08	903.89	-	-	903.89	95.19	95.19
2	Office Partition	12.34	-	-	12.34	12.34	-	-	12.34	-	-
3	Furniture & Fixtures	939.64	-	-	939.64	920.78	-	-	920.78	18.86	18.86
4	Computer	2,475.94	-	-	2,475.94	2,455.03	7.76	-	2,462.79	13.15	20.91
5	Printer	12.60	-	-	12.60	11.97	-	-	11.97	0.63	0.63
6	Physical Health Recorders	7,000.00	-	-	7,000.00	6,713.35	-	-	6,713.35	286.65	286.65
7	Air Conditioner	90.85	-	-	90.85	89.33	-	-	89.33	1.52	1.52
8	Office Equipment	7.95	-	-	7.95	7.95	-	-	7.95	-	-
9	Vehicle	1,920.79	-	-	1,920.79	1,877.76	-	-	1,877.76	43.03	43.03
10	Television	40.00	-	-	40.00	39.42	-	-	39.42	0.58	0.58
	Total	13,499.18	-	-	13,499.18	13,031.81	7.76	-	13,039.57	459.61	467.37
	Previous Year	13,482.68	16.50	-	13,499.18	12,998.89	32.92	-	13,031.81	467.37	483.79

Note - 5 Investment**(` in Thousands)**

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
	Non current Investments In-House Property	3,303.00	3,303.00
	Total	3,303.00	3,303.00

Note - 6 Trade Receivables**(` in Thousands)**

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
1	Unsecured , Considered Good		
	(a) Outstanding for more than six months	-	-
	(b) Others	-	246.40
	Total	-	246.40

particulars	2023-24					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	246.40	-	-	-	-	246.40
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Note - 7 Cash & Cash Equivalent(` in
Thousands)

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
1	Cash on Hand	105.55	91.25
2	Balances with Banks	1,029.89	1,479.06
	Total	1,135.44	1,570.31

Note - 8 Loans(` in
Thousands)

Sr. No.	Particulars	As at 31st March, 2024	As at 31st March, 2023
1	Unsecured Loan to others	1,200.00	1,200.00
	Total	1,200.00	1,200.00

**Note - 9 Other Current
Assets**(` in
Thousands)

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
1	Advances other than capital advances		
	(a) Other Advances		
	(i) Balance with Government Authorities	7.67	7.67
	(ii) Other advances		-
2	Others		
	Interest receivable	-	0.84
	Total	7.67	8.51

**Note - 10 Equity Share
Capital**(` in
Thousands)

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
	-	-	-

1	AUTHORIZED SHARE CAPITAL 45,00,000 Equity Shares of Rs. 10/- each [Previous Year : 45,00,000 Equity Shares of Rs.10/- each]	45,000.00	45,000.00
	Total	45,000.00	45,000.00
2	ISSUED , SUBSCRIBED & FULLY PAID UP CAPITAL 41,06,100 Equity Shares of Rs.10/- each fully paid-up. [Previous Year : 41,06,100 Equity Shares of Rs.10/- each]	41,061.00	41,061.00
	Total	41,061.00	41,061.00

10.1 The reconciliation of the number of Equity Shares outstanding as at 31st March 2025 is set out below :

Particulars		As at 31st March, 2025		As at 31st March, 2024	
		No. of shares	` in Thousand s	No. of shares	` in Thousand s
Add:	Shares outstanding at the beginning of the year	41,06,100	41,061.00	41,06,100	41,061.00
	Shares issued during the year	-	-	-	-
	Shares outstanding at the end of the year	41,06,100	41,061.00	41,06,100	41,061.00

10.2 Rights, preferences and restrictions attached to Equity Shares

The company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

10.3 The details of shareholders holding more than 5% shares are set out below

Name of the shareholders	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% of holding	No. of Shares	% of holding
Shivkumar R Chauhan	9,68,540	23.59%	9,68,540	23.59%

Somisetty Giridhar Gupta	2,19,580	5.35%	1,87,425	4.56%
--------------------------	----------	-------	----------	-------

Note - 11 Other Equity

		(` in Thousands)	
Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
A	<u>Retained Earnings</u>		
	Balance as per last Financial year	- (42,559.61)	- (41,235.57)
	Add : Profit for the year	(1,463.22)	(1,324.04)
	<u>Adjustments as per Ind AS</u>	-	-
		(44,022.83)	(42,559.61)
B	Capital Reserve	3,146.53	3,146.53
	-	-	-
	Total	(40,876.30)	(39,413.08)

Note - 12 Deferred Tax Liability(Net)

		(` in Thousands)	
Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
1	DEFERRED TAX LIABILITIES :		
	Arising on account of timing difference		
	- Fixed Assets : Impact of difference between Tax Depreciation and Depreciation / amortization charged for the financial reporting	53.80	48.64
	TOTAL DEFERRED TAX LIABILITIES	53.80	48.64
	Total	53.80	48.64

12.1 Reconciliation of deferred tax liabilities(Net):

Particulars	As at 31st March, 2025 Rs.	As at 31st March, 2024 Rs.
Opening balance	48.64	55.54
Tax (income)/expense during the period recognised in profit or loss	5.16	(6.91)
Tax (income)/expense during the period recognised in other comprehensive income		
Tax (income)/expense during the period recognised directly in other equity		
Closing balance	53.80	48.64

Note - 13 Borrowings

		(` in Thousands)	
Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
	(a) From Directors	3,925.00	3,925.00
	(b) From other related parties	100.00	100.00
	Total	4,025.00	4,025.00

Note - 14 Other Current Liabilities(` in
Thousands)

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
1	Other Payables*	29.62	162.03
2	Advance from customers	603.60	-
	Total	633.22	162.03

* Includes Statutory Dues

Note - 15 Provisions(` in
Thousands)

Sr. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
1	Provision for employee benefits Unpaid salary	1,200.00	900.00
2	Others Provision for Expenses	9.00	12.00
	Total	1,209.00	912.00

Note: 16 Revenue from Operations(` in
Thousands)

Sr. No	PARTICULARS	As at 31st March, 2025	Year Ended 31st March, 2024
1	Revenue from operations	321.00	3,895.40
	Total	321.00	3,895.40

Note: 17 Other Income(` in
Thousands)

Sr. No	PARTICULARS	As at 31st March, 2025	Year Ended 31st March, 2024
1	Interest Income	5.00	0.84
2	Interest on IT refund	-	-
3	Other Income	10.30	50.00
4	Sundry Balances Written off	-	-
	Total	15.30	50.84

**Note: 18 Changes in Inventories of Finished Goods, Work-In-Progress
And Stock-In-Trade**

(` in
Thousands)

Sr. No	PARTICULARS	As at 31st March, 2025	Year Ended 31st March, 2024
	Opening Stock Stock-in-Trade	-	1,000.00
	Total (A)	-	1,000.00
	Closing Stock Stock-in-Trade	-	-
	Total (B)	-	-
	Total (A-B)	-	1,000.00

Note: 19 Employee Benefits Expense

(` in
Thousands)

Sr. No	PARTICULARS	As at 31st March, 2025	Year Ended 31st March, 2024
	Salary & Wages	398.29	344.60
	Directors Remuneration	300.00	300.00
	Total	698.29	644.60

Note: 20 Other Expenses

(` in
Thousands)

Sr. No	PARTICULARS	As at 31st March, 2025	Year Ended 31st March, 2024
1	Administrative Expense		
	To Auditors		
	- Audit fees	40.00	50.00
	Accounting Charges	18.00	2.00
	Electricity Charges	41.19	30.46
	Vehicles Expenses	82.16	104.78
	Advertisement Exp.	37.17	16.28
	Bank Charges	3.15	4.66
	Legal and Professional fees Expenses	416.68	1,051.45
	Printing & Stationery Exp.	18.59	-
	Telephone Exp.	26.18	19.06
	Office Exp.	11.53	6.62
	Property Tax	-	34.27
	Website Expense	-	21.00
	Internet expense	4.50	-
	BSE Penalty	100.00	-
	Software Expense	-	21.24
	Total	799.14	1,361.80

Note - 21 Earning Per Share(` in
Thousands)

Sr. No	PARTICULARS	As at 31st March, 2025	Year Ended 31st March, 2024
1	Net Profit attributable to the Equity Shareholders (A)	(1,463.22)	(1,324.04)
2	Weighted average number of Equity Shares outstanding during the period (B)	41,06,100	41,06,100
3	Nominal value of Equity Shares (Rs.)	10	10
4	Basic/Diluted Earnings per Share (Rs.) (A/B)	(0.36)	(0.32)

Note - 22 Related party disclosures**(A) Key management personnel (KMP):**

Sr. No.	Name	Designation
1	Shivkumar R Chauhan	Managing Director

2	Harshad S Gandhi	Director
3	Nishit M Rupapara	Director
4	Nehalben S Chauhan	Director
5	Parth S Chauhan	Director
6	Dileep Panchal	Company Secretary
7	Biren J Thaker	CFO

(B) Other related parties:

Sr. No.	Particulars	Nature of relationship
1	Charms Forex Pvt Ltd	Entity under same management

22.1 Disclosures of Transactions between the Company and Related Parties and the status of outstanding balances as on 31st March, 2025:**(` in Thousands)**

Sr No.	Key Managerial Personnel	Nature of transaction	Year ended March 2025	Year ended March 2024
1	Charms Forex Pvt Ltd	Loan received	-	-
2	Charms Forex Pvt Ltd	Loan repaid	-	-
3	Shivkumar R Chauhan	Remuneration	300.00	300.00
4	Shivkumar R Chauhan	Loan received	-	800.00
5	Nehal Chauhan	Loan received	-	1,200.00
6	Nehal Chauhan	Closing Balance of loan	1,200.00	1,200.00
7	Shivkumar R Chauhan	Closing Balance of loan	2,725.00	2,725.00
8	Charms Forex Pvt Ltd	Closing Balance of loan	100.00	100.00

22.2 Breakup of compensation paid to key management personnel:

Sr. No.	Particulars	Key management personnel	Year ended 31st March, 2025	Year ended 31st March, 2024
1	Short-term employee benefits	Shivkumar R Chauhan	3,00,000	3,00,000
	Total		3,00,000	3,00,000

22.3 All transactions during the year with related parties are at arm's length and unsecured. No amount has been recognised as bad or doubtful in respect of transactions with the related parties.**Note - 23 Contingent Liabilities and Commitments (To the extent not provided for)**

The Company do not have any contingent liabilities and commitments.

Note - 24

(A) Financial Risk Management**Objectives and Policies**

The Company's principal financial liabilities, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and ensures that Company's financial risks are identified, measured and governed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below.

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk that affects the Company comprises of one element: Interest rate risk. Financial instruments affected by market risk include loans, borrowings and deposits.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to short term debt obligations with fixed interest rates.

(ii) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities and from its financing activities including deposits with banks and other financial instruments.

Trade Receivables

Customer credit risk is managed by the Company's policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial asset disclosed in respective note. The Company does not hold collateral as security.

Cash deposits

Credit risk from balances with banks is managed by the Company in accordance with its policies. These policies are set to minimize concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(iii) Liquidity Risk

The Company manages its liquidity risk by using liquidity planning and balancing funds requirement vis-a-vis funds available. Various lines of credit available are used to optimize funding cost and ensuring that adequate funds are available for business operations.

(B) Capital Risk Management

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern so that they can continue to provide return for shareholders and benefits for other stakeholders.
- maintain an optimal capital structure to reduce the cost of capital.

The Company monitors capital on the basis of the following debt equity ratio

(` in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Total Debt	4,025.00	4,025.00
Adjusted net debt	4,025.00	4,025.00
Total Equity		
Equity	184.70	1,647.92
Total debt to total equity ratio	21.79	2.44

Note - 25 Financial Instruments

The Company uses the following hierarchy for determining the fair value of financial instruments by valuation technique :

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which are inputs have a significant effect on the recorded fair value that are not based on observable market data.

A. Financial Assets

(` in Thousands)

Particulars	Note	Instruments carried at		Total carrying amount	Total Fair Value	
		Fair Value	Amortized cost			
		FVTOCI	Carrying amount			
As at 31st March 2024						
Investments (Unquoted)	5	-	3,303.00	3,303.00	3,303.00	Level 3
Cash and cash equivalents	7	-	1,570.31	1,570.31	1,570.31	
Loans	8	-	1,200.00	1,200.00	1,200.00	
Total		-	6,073.31	6,073.31	6,073.31	
As at 31st March 2025						
Investments (Unquoted)	5	-	3,303.00	3,303.00	3,303.00	Level 3
Cash and cash equivalents	7	-	1,135.44	1,135.44	1,135.44	
Loans	8	-	1,200.00	1,200.00	1,200.00	
Total		-	5,638.44	5,638.44	5,638.44	

B. Financial Liabilities

Particulars	Note	Instruments carried at		Total carrying amount	Total Fair Value
		Fair Value	Amortized cost		
		FVTOCI	Carrying amount		
<u>As at 31st March 2024</u>					
Borrowings	13	-	4,025.00	4,025.00	4,025.00
Total		-	4,025.00	4,025.00	4,025.00
<u>As at 31st March 2024</u>					
Borrowings	13	-	4,025.00	4,025.00	4,025.00
Total		-	4,025.00	4,025.00	4,025.00

Note - 26 Additional Regulatory Information

Ratio	Numerator	Denominator	CY	PY	Reason for variance
Current Ratio (In times)	Total Current Assets	Total Current Liabilities	0.40	0.59	Reduced due to decrease in current assets and increase in current liabilities
Debt-Equity Ratio (In times)	Debt	Equity	21.79	2.44	Increased due to reduction in shareholders equity
Debt Service Coverage Ratio (In times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	-	-	
Return in equity ratio (In %)	Profit for the year	Avg Total Equity	-	-	
Trade receivables turnover ratio (In times)	Revenue from Operations	Avg Trade Receivable	2.61	31.62	Reduced due to decrease in turnover
Trade payables turnover ratio (In times)	Total supplier Purchase	Avg Trade Payables	-	-	
Net capital turnover ratio (In times)	Revenue from Operations	Avg Working Capital	(0.11)	(1.88)	Due to increase in avg working capital

Note - 27

The Company possess one house property held as investments having carrying value of Rs. 33,03,000 and one office building held as Property, Plant and Equipment having carrying value of Rs. 95,185 whose title deeds are not held in the name of the Company during the financial year ended March 31, 2025 and March 31, 2024.

Note – 28 Additional Regulatory Information

(A) The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

(B) The company does not have any proceeding initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(C) The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(D) The company is not declared wilful defaulter by any bank or financial Institution or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

(E) The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Note - 29

Previous Year's figures have been regrouped / reclassified wherever necessary to confirm to current year presentation.

In terms of our report of even date

For, Ashit N Shah & Co
Chartered Accountants
(FRN: 100624W)

On behalf of the Board of Directors
Charms Industries Limited

Ashit Shah
Proprietor
Mem . No. : 036857
Date : 29.05.2025
Place: AHMEDABAD

Shivkumar R Chauhan
Managing Director
(DIN:00841729)

Harshad S Gandhi
Director
(DIN:01056779)

Biren J. Thaker
Chief Financial Officer
Date : 29.05.2025
Place : AHMEDABAD

Dileep Panchal
Company Secretary

ATTENDENCE SLIP

Charms Industries Limited

Registered office: 108-B/109 Sampada Building Mithakhali Six Roads Opp-HareKrishna Complex B/H Kiran Moto
Rs Ahmedabad GJ 380009 In

CIN: L72900GJ1992PLC017494

Email: charmsltd@yahoo.com **Website:** charmsindustries.co.in

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I, Certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Annual General Meeting of the Company being held on Tuesday, September 30, 2025 at 12:30 p.m. at the Registered office of the Company situated at "108- B/109 SAMPADA BUILDING MITHAKHALI SIX ROADS OPP-HARE KRISHNA COMPLEX B/H KIRAN MOTO RS AHMEDABAD GJ 380009 INDIA

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

PROXY FORM

Charms Industries Limited

Registered office: 108-B/109 Sampada Building Mithakhali Six Roads Opp-HareKrishna Complex B/H Kiran
Moto Rs Ahmedabad GJ 380009 In

CIN: L72900GJ1992PLC017494

Email: charmsltd@yahoo.com **Website:** charmsindustries.co.in

FORM 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 BUILDINGMITHAKHALI SIX ROADS OPP-HARE KRISHNA COMPLEX B/H KIRAN MOTO RS AHMEDABAD Ahmedabad G380009 IN
Name of the member(s):	
Registered address:	
Email Id:	
Folio No./Client Id:	
DP ID:	
We, being the member (s) of shares of the above-named company, hereby appoint	
Name:	
Address:	
Email ID:	
Signature	
Name:	
Address:	
Email ID:	
Signature:	
Name:	

Address:	
Email ID:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Tuesday, September 30, 2025 at 12:30 p.m. at the Registered office of the Company situated at "108-B/109 SAMPADA BUILDINGMITHAKHALI SIX ROADS OPP-HARE KRISHNA COMPLEX B/H KIRAN MOTO RS AHMEDABAD GJ 380009 IN

Resolution No.	Particulars	For	Against
1	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2025, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2025 and Report of the Board of Directors and Auditors thereon.		
2	To appoint Director in place of Ms. Nehalben Shivkumar Chauhan (DIN: 02901331), who retires by rotation and being eligible, offers herself for re-appointment as a Director of the Company.		
3.	To re-appoint M/s Ashit N. Shah & Co., as statutory auditor of the company		
4.	Appointment of Mr. Ashok Mankodi (DIN:11270802) as an Independent Director		
5.	Appointment of Mr. Dilip Kumar Ramprasad Joshi (DIN:11270829) as an Independent Director.		

Signed this..... day of.....2025.

Signature of shareholder _____

Signature of Proxy holder(s) _____

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. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For or Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. Please complete all details including details of member(s) in above box before submission.

ROUTE MAP OF THE VENUE OF THE 33rd ANNUAL GENERAL MEETING

CHARMS INDUSTRIES LIMITED

Address: 108-B/109, Sampada Building, Mithakhali Six Roads, Opposite Hare Krishna Complex, Behind Kiran Motors, Ahmedabad- 38000, Guja



