

CHPL INDUSTRIES LIMITED

Registered Office: Shop No 2, Budhabhavanam,(AMCO) M G Road, Secunderabad – 500 003.

CIN - L65921TG1989PLC010151

e-Mail - chplindustries@gmail.com

Date: 03/10/16

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai – 400 001

Sub. :- Regulation 34 (1) of LODR, 2015 - Submission of Annual Report for FY-2015-16

Ref. :- Scrip Code- 539335

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report of **CHPL INDUSTRIES LIMITED** for FY-2015-16 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours' faithfully,

For CHPL INDUSTRIES LIMITED



Rashmi Ravi Sharma
Compliance Officer/ Director

Encl: as above

CHPL INDUSTRIES LIMITED

**27TH
ANNUAL REPORT
(2015-16)**

BOARD OF DIRECTORS

Mr. Viral Kishanbhai Chavda	Executive Director & CFO
Mr. S. K. Pathki	Executive Director
Ms. Shital Mutha	Independent Director
Mr. Dinesh H Bainwal	Independent Director
Mrs. Harshika	Independent Woman Director
Mrs. Rashmi Ravi Sharma	Additional Executive Director
Mr. Sanjaykumar Ramesh Bhai Bhalani	Additional Executive Director
Mr. Jignesh Bhupatbhai Rajpara	Additional Executive Director
Mr. Pravesh Omprakash Agarwal	Additional Independent Director
Mr. Mallappa Basappa Kasar	Additional Independent Director

REGISTERED OFFICE

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

AUDITORS

M/S. RAMANAND & ASSOCIATES
 Chartered Accountant
Add: 6/C, Ostwal Park Building No. 4 CHSL,
 Near Jesal Park Jain Temple,
 Bhayander East,
 Thane – 401 105
Tel: 022-28171199
Mob: 9322231113
Email: rg@caramanandassociates.com

REGISTRAR & SHARE TRANSFER

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED
Add: Unit No. 9, Shiv Shakti Ind. Estate
 Lower Parel (East), Mumbai – 400 011
Tel: 022-23016761/8251
Fax: 022-23012517
Email: busicomp@vsnl.com
Web: www.purvashare.com

ANNUAL GENERAL MEETING

Day	Thursday
Date	29th September, 2016
Venue	Hotel Raj Classic Inn, 50 MG Road, Secunderabad Beside KFC Restaurant, Secunderabad - 500003.
Time	09.00 AM

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NOTICE TO THE MEMBERS

CHPL INDUSTRIES LIMITED

CIN: L65921TG1989PLC010151

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

Website: www.chplindustriesltd.com;

Email: chplindustries@gmail.com;

Telefax: 040-2754-2651

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of **CHPL INDUSTRIES LIMITED** will be held on **Thursday, 29th September, 2016 at 09.00 A.M.** at Hotel Raj Classic Inn, 50 MG Road, Secunderabad beside KFC Restaurant, Secunderabad - 500003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To confirm an additional Director in place of Mr. Viral Chavda (DIN: 06747412) who retires by rotation, and being eligible offers himself for reappointment.
3. To ratify appointment of Auditor

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of **M/s. Ramanand & Associates**, Chartered Accountants, (FRN No. 117776W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. **To Regularize appointment of Mrs. Rashmi Ravi Sharma (DIN: 06618645) as an Executive Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT Mrs. Rashmi Ravi Sharma (DIN: 06618645), who was appointed an Additional Executive Director of the Company with effect from 14th August, 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company.”

5. **To Regularize appointment of Mr. Sanjaykumar Bhalani (DIN: 07446020) as an Executive Director as per Companies Act, 2013.**

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

“RESOLVED THAT Mr. Sanjaykumar Bhalani (DIN: 07446020), who was appointed an Additional Director of the Company with effect from 14th August 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

6. **To Regularize appointment of Mr. Jignesh Bhupatbhai Rajpara (DIN: 07446138) as an Executive Director as per Companies Act, 2013.**

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

“RESOLVED THAT Mr. Jignesh Bhupatbhai Rajpara (DIN: 07446138) , who was appointed an Additional Director of the Company with effect from 14th August 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

7. **To Regularize appointment of Mr. Pravesh Omprakash Agarwal (DIN: 07097484) as an Independent Director as per Companies Act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, as amended from time to time, read with Schedule IV to the Act, Pravesh Omprakash Agarwal (DIN: 07097484), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 14th August 2016 up to 13th August 2021.”

8. **To Regularize appointment of Mr. Mallappa Basappa Kasar (DIN: 00265985) as an Independent Director as per Companies Act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, as amended from time to time, read with Schedule IV to the Act, Mr. Mallappa Basappa Kasar (DIN: 00265985), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 14th August 2016 up to 13th August 2021.”

9. **Change in capital clause:-**

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and rules framed there under and subject to amendments thereto from time to time and subject to such approvals, permissions, sanctions, consents, if any, as may be required from any authority, the consent of the members be and is hereby accorded to alter Share Capital Clause of Memorandum of Association of the Company, The authorized Share Capital of the Company be and is hereby increased from the present Authorized Share Capital of Rs. 3,65,00,000/- (Rupees Three Crore Sixty Five Lacs) divided into 36,50,000 Equity Shares of Rs. 10/- each to Rs. 10,00,00,000/ (Rupees Ten Crore) divided in 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each pari passu with existing shares which shall read as under:

V. a) The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/-(Rupees Ten) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and Company Secretary be and is hereby severally authorized to make necessary changes in the Capital clause of the Memorandum of Association of the Company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

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

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

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 and/or eligible foreign lender and/or any entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans, Inter Corporate Deposits or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 25 Crores (Rupees Twenty Five Crores Only), may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.”

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

11. **Giving Loans/ Guarantees or providing securities for and on behalf of Subsidiary Companies (including overseas subsidiaries) and/or making investments in such Subsidiary Companies (including overseas subsidiaries):**

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any subsidiary companies (including overseas subsidiaries) and / or give any guarantee or provide security in connection with a loan to any subsidiary company(ies) (including overseas subsidiaries) and / or acquire by way of subscription, purchase or otherwise, the securities of any subsidiary company(ies) (including overseas subsidiaries) up to an aggregate amount not exceeding 50 Lakhs notwithstanding that the aggregate of the loans or guarantees or securities given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and Company Secretary is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

12. **Incorporation of subsidiary:-**

“RESOLVED THAT pursuant to the provisions of section 2(87) and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to the memorandum and article of association of the company, the consent of the board be and is hereby accorded to forms subsidiaries (wholly owned subsidiaries) in India with the prior approval of Board.”

RESOLVED FURTHER THAT any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in the Capital clause of the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

By Order of the Board of Directors

Place: Secunderabad

Date: 14th August 2016

REGISTERED OFFICE:

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

Viral Chavda
(Executive Director)

Harshika
(Director)

NOTES

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Share Transfer Books of the Company will remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 29th September 2016.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

11. Members who hold shares in physical form are requested to send their e-mail address to the following: busicomp@vsnl.com
12. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Sharegistry (I) Pvt Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

14. E-Voting process

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2016 at 9.00 am and ends on 28th September, 2016 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2016, 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) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the
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	said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant CHPL Industries Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Non e form Non -Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 09th September, 2016 shall view the Notice of the 27th AGM on

- the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxii. **Mr. Rajvirendra Singh Rajpurohit**, Proprietor of **M/s. R S Rajpurohit & Co.**, a Practicing Company Secretary, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- xxiii. The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

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

ITEM NO. 4, 5 & 6

Mrs. Rashmi Ravi Sharma (DIN: 06618645), Mr. Sanjaykumar Ramesh Bhai Bhalani (DIN: 07446020) and Mr. Jignesh Bhupatbhai Rajpara (DIN: 07446138) have been appointed by the Board of Directors ('the Board') as an Additional Director effective 14th August, 2016. As per the provisions of the Companies Act, 2013, Mrs. Rashmi Ravi Sharma, Mr. Sanjaykumar Ramesh Bhai Bhalani and Mr. Jignesh Bhupatbhai Rajpara holds office up to the date of the ensuing Annual General Meeting. Approval of the Members is required by way of an Ordinary Resolution for appointment and payment of remuneration to all above directors.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Mrs. Rashmi Ravi Sharma, Mr. Sanjaykumar Ramesh Bhai Bhalani & Mr. Jignesh Bhupatbhai Rajpara.

The Board recommends the Resolutions as set out at item Nos. 4, 5 & 6 of the Notice for your approval.

ITEM NO. 7 & 8

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as independent directors. Section 149(6) of the said Act, lays down the criteria for independence. Mr. Pravesh Omprakash Agarwal and Mr. Mr. Mallappa Basappa Kasar non-executive directors of the Company have furnished declarations to the Company under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria prescribed for independent directors under Section 149(6) of the said Act.

In the opinion of the Board these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and are independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director shall hold office for two terms of up to 5 consecutive years each on the board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of the same in the Directors' report. Further, in terms of Section 149(13) of the said Act, independent directors are not liable to retire by rotation.

However, the proposed Clause 49 II B 3 of the Listing Agreements relating to corporate governance provides that a person, who has already served as an independent director for 5 years or more in a company, shall be eligible for appointment, on completion of present term, for one term of 5 consecutive years only.

Accordingly, the Board proposes to appoint Mr. Pravesh Omprakash Agarwal and Mr. Mr. Mallappa Basappa Kasar as Independent Directors of the Company for a period of 5 years with effect from the date of this Meeting, as set out at Item Nos. 7 to 8 of this Notice. Notices as required under Section 160 of the Companies Act, 2013 have been received from some Members proposing the candidature of the said Independent Directors of the Company. Upon the confirmation of the appointment of these individuals as Independent Directors by the Members of the Company, the appointment shall be formalised by the issue of a letter of appointment by the Company to the said Independent Directors.

Brief profile of the said Independent Directors, in terms of Clause 49 of the Listing Agreements is provided after this Notice. The Board accordingly recommends the resolutions at Item Nos. 7 and 8 of this Notice for the approval of the Members as ordinary resolutions. None of the said Directors are related to each other.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Mr. Pravesh Omprakash Agarwal and Mr. Mallappa Basappa Kasar.

The Board recommends the Resolutions as set out at item Nos. 7 & 8 of the Notice for your approval.

ITEM NO. 9

Consequent to the sub-division of the shares, the Capital Clause V of the Memorandum of Association of the Company are required to be altered by amending Clause V of Memorandum of Association detailed in the resolution. As per the provision of section 13, 61 read with rules framed there under, approval of shareholder is required for change of clause V of Memorandum of Association. Hence the Board recommends the above resolution set out in Item No. 8 of the Notice for your Approval by way of Special Resolution. None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 10

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

The Company is in need of funds in order to recover from the accumulated losses. With a view to meet the funds requirements of the Company for both short term as well as long term, the Company may require to borrow from time to time by way of loans and/or issue of Bonds, Debentures, Inter Corporate Deposits or other securities and the existing approved limit may likely to be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company up to Rs.25 Crores (Rupees Twenty Five Crores Only).

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

ITEM NO. 11

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies (including overseas subsidiaries) for an amount not exceeding 50 Lakhs. The investment(s), loan(s), guarantee(s) and security (ies) , as

the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. The Board accordingly recommends passing the Special resolution through postal ballot. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

ANNEXURE TO ITEMS 4, 5, 6, 7 AND 8 OF THE NOTICE

Details of Directors seeking confirmation at the forthcoming Annual General Meeting

Name of the Director	Mrs. Rashmi Ravi Sharma	Mr. Sanjaykumar Bhalani	Mr. Jignesh Rajpara	Mr. Pravesh Agarwal	Mr. Mallappa Basappa Kasar
Director Identification Number (DIN)	06618645	07446020	07446138	07097484	00265985
Date of Birth	01/09/1984	11/01/1989	24/07/1986	29/08/1987	20/07/1964
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on Board	14/08/2016	14/08/2016	14/08/2016	14/08/2016	14/08/2016
Qualification	Graduate	Graduate	Graduate	CA	Graduate
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil
List of Directorships held in other Companies (excluding foreign, and Section 8 Companies)	Nil	Nil	Nil	Nil	1.Ritecom India Technologies Limited 2.VM Healthcare Private Limited 3.Guruprasad Multispeciality Hospitalsprivate Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil	Nil	Nil	Nil	Nil

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

By Order of the Board of Directors

Viral Chavda
(Executive Director)

Place: Secunderabad
Date: 14th August 2016

DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 27th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The Board's Report shall be prepared based on the standalone financial statements of the company.

Particulars	2015-2016	2014-2015
	(Amt. in Rs.)	(Amt. in Rs.)
Gross Income	2,04,124	26,65,677
Profit / (Loss) Before Interest and Depreciation	(5,38,094)	19,205
Finance Charges	68	151
Gross Profit/(Loss)	(5,38,162)	19,054
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	(5,38,162)	19,054
Provision for Tax	--	--
Net Profit/(Loss) After Tax	(5,38,162)	19,054
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	(5,38,162)	19,054
Surplus carried to Balance Sheet	--	--

2. COMPANY'S PERFORMANCE AFFAIR

Your Directors are positive about the Company's operations and making best efforts to implement the cost reduction measures to the extent feasible.

3. DIVIDEND

Considering the present financial status of the Company, your directors do not recommend any dividend for the year under report.

4. RESERVES AND SURPLUS

The Debit balance of Profit & Loss statement amounting to Rs. (5,38,162) for financial year under review is transferred to reserves. The total reserves for the financial year 2015-16 are Rs. (26,843,830).

5. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2016 is Rs. 30,465,880/- comprising of 30,46,588 Equity Shares of Rs. 10/- each.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

The Company has received declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

7. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Thirteen Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given as under.

Sr. No.	Date
Board Meeting	
1	11/09/2015
2	05/10/2015
3	23/10/2015
4	04/11/2015
5	17/11/2015
6	18/12/2015
7	21/01/2016
8	01/02/2016
9	05/02/2016
10	11/02/2016
11	23/02/2016
12	24/02/2016
13	04/03/2016

Sr. No.	Date
Audit Committee	
1.	11/09/2015
2.	18/12/2015
3.	05/02/2016
4.	04/03/2016

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

8. BOARD EVALUATION

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

9. COMMITTEES OF THE BOARD

There are currently three committees of the Board, as following:

1) **Audit Committee**

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

The Audit Committee Comprises of 5 directors. The Chairman of the Audit Committee is a Non-executive and Independent Director. The Composition of the Audit Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Viral Chavda	Executive Director & CFO	Chairman
2	Mr. Shital Mutha	Independent Director	Member
3	Ms. Harshika	Independent Director	Member

2) **Nomination and Remuneration Committee**

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

Sr. No.	Name	Category	Designation
1	Mr. Viral Chavda	Executive Director & CFO	Chairman
2	Mr. Shital Mutha	Independent Director	Member
3	Ms. Harshika	Independent Director	Member

3) **Stakeholders Relationship Committee**

The Committee, inter-alia, deals with various matters relating to:

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

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

Sr. No.	Name	Category	Designation
1	Mr. Viral Chavda	Executive Director & CFO	Chairman
2	Ms. Shital Mutha	Independent Director	Member
3	Ms. Harshika	Independent Director	Member

10. REMUNERATION POLICY

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

11. DIRECTOR'S RESPONSIBILITY STATEMENT

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

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

12. AUDITORS

The Auditors, **M/s Ramanand & Associates.**, Chartered Accountants, Mumbai, retire at the ensuing Annual General Meeting and, being eligible; offer themselves for reappointment for a period of the conclusion of this Annual General Meeting [AGM] till the conclusion of 31st Annual General Meeting.

13. AUDITORS' REPORT

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

14. SECRETARIAL AUDIT REPORT

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report from **Ravi Kothari & Associates**, Practicing Company Secretary, Mumbai, is enclosed as **Annexure II**

to this report. There are no qualifications in the Auditors Report and the observations and suggestions made by the Auditors in their report are self-explanatory.

15. INTERNAL AUDIT

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

16. VIGIL MECHANISM

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

17. RISK MANAGEMENT POLICY

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

18. EXTRACT OF ANNUAL RETURN

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

19. CODE OF CONDUCT

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

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There is no contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso.

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

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

22. INDUSTRIAL RELATIONS:

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

23. LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the Year 2015-2016 to BSE Limited. The Company is also listed with Bombay Stock Exchange Limited.

24. OTHER INFORMATION

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

1. During the year under review, the Company has not made any investments or given guarantee's or provided securities falling under the provisions of Section 186 of the Companies Act, 2013 and during the year there is no change in the Loan given.

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

25. ACKNOWLEDGEMENTS

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

For and on behalf of the Board of Directors

Viral Chavda
(Executive Director)
Place: Secunderabad
Date: 14th August, 2016

ANNEXURE INDEX

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

Annexure I

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

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L65921TG1989PLC010151
2	Registration Date	21/06/1989
3	Name of the Company	CHPL INDUSTRIES LIMITED
4	Category/Sub-category of the Company	Category : Company Limited by Shares Sub-Category : Indian Non-Government Company
5	Address of the Registered office & contact details	Address : Shop No 2, Budhabhavanam,(Amco) Mg Road, Secunderabad – 500003. Email ID: chplindustries@gmail.com Tel: +91 40 27542651 Email: chplindustries@gmail.com Web: www.chplindustriesltd.com
6	Whether listed company	Listed on Bombay Stock Exchange and Ahmedabad Stock Exchange Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Purva Sharegistry (I) Pvt. Ltd Address : Unit No. 9, Shiv Shakti Ind. Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400 011 Tel: 022-23016761/8251 Fax: 022-23012517 Email: busicomp@vsnl.com Web: www.purvashare.com

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1 st April, 2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF		939348	30.83	30.83%	6,25,000	9,39,348	15,64,348	51.35%	20.52%

Annual Report 2015-2016

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1 st April, 2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)	--	939348	939348	30.83%	6,25,000	9,39,348	15,64,348	51.35%	20.52%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	--	22800	22800	0.75%	--	29400	29400	0.97%	0.22%
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	--	718940	718940	23.60%	--	673640	673640	22.11%	--
ii) Individual shareholders holding nominal share capital in	1118300	197300	1315600	43.18%	1075800	278500	1354300	44.45%	--

Annual Report 2015-2016

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st April, 2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
excess of Rs 1 lakh									
c) Others (specify)	--	--	--	--	--	--	--	--	--
Non Resident Indians	--	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Hindu Undivided Families	--	49900	--	1.64%	42500	7400	49900	1.64%	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	1118300	988940	2107240	69.17%	1118300	988940	2107240	69.17%	--
Total Public Shareholding (B)=(B)(1)+(B)(2)	1118300	988940	2107240	69.17%	1118300	988940	2107240	69.17%	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	1118300	1928288	3046588	100.00%	1118300	1928288	3046588	100%	--

B) Shareholding of Promoter-

Sr No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2015)			Shareholding at the end of the year (31 st March, 2016)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rashmi Ravi Sharma	--	--	--	625000	20.51%	--	20.51%
2	AVKS Prasad	131406	4.31%	--	131406	4.31%	--	--
3	B N Sistla	337401	11.07%	--	337401	11.07%	--	--
4	S K Patki	470541	15.44%	--	470541	15.44%	--	--

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

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Sr. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	AVKS Prasad				
1.	At the beginning of the year (1 st April, 2015)	131406	4.31%	--	--
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
3.	At the end of the year (31 st March, 2016)	131406	4.31%	--	--
	B N Sistla				
1.	At the beginning of the year (1 st April, 2015)	337401	11.07%	--	--
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
3.	At the end of the year (31 st March, 2016)	337401	11.07%	--	--
	S K Pathki				
1.	At the beginning of the year (1 st April, 2015)	470541	15.44%	--	--
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
3.	At the end of the year (31 st March, 2016)	470541	15.44%	--	--

D) Shareholding Pattern of top ten Shareholders:

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

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (1 st April, 2015)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	RASHMI RAVI SHARMA				
	At the beginning of the year	625000	20.51%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change		
	At the end of the year	625000	20.51%	--	--
2.	S K PATHK				
	At the beginning of the year	470541	15.44%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	470541	15.44%	--	--
3.	B N SISTLA				
	At the beginning of the year	337401	11.07%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	337401	11.07%	--	--
4.	A V K S PRASAD				
	At the beginning of the year	131406	4.31%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat	No Change	No Change	--	--

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Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (1 st April, 2015)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	equity etc.):				
	At the end of the year	131406	4.31%	--	--
5.	SHAILA RAMESH LUKAD				
	At the beginning of the year	120000	3.93%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	120000	3.93%	--	--
6.	T RATNA SRINIVAS				
	At the beginning of the year	90100	2.95 %	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	90100	2.95 %	--	--
7.	SHANTIBEN BHOGILAL SHAH				
	At the beginning of the year	65000	2.13%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	65000	2.13%	--	--
8.	MINAL CHAVAN				
	At the beginning of the year	64100	2.10%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	64100	2.10%	--	--
9.	MANJULA DINESH BHADRA				
	At the beginning of the year	63300	2.07%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	63300	2.07%	--	--
10.	GEETA K BHANUSHALI				
	At the beginning of the year	60000	1.97%	--	--
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	--	--
	At the end of the year	60000	1.97%	--	--

E) Shareholding of Directors and Key Managerial Personnel:

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

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

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

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

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

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

Sr. No.	Particulars of Remuneration	Name of Executive Director
1	Gross salary	--
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--
2	Stock Option	--
3	Sweat Equity	--

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4	Commission - as % of profit - others, specify	--
5	Others, please specify	--
	Total (A)	--
	Ceiling as per the Act	--

B. Remuneration to other Directors:

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

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

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

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NONE

For and on behalf of the Board of Directors

VIRAL CHAVDA
(DIRECTOR)

S.K. PATHK
(DIRECTOR)

Place: Secunderabad
Date: 14th August, 2016

Annexure II
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

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

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

Based on my verification of the **CHPL INDUSTRIES LIMITED**. books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **CHPL INDUSTRIES LIMITED** for the period covering from 1st April, 2015 to 31st March, 2016 according to the provisions of:

The Companies Act, 2013 (the Act) and the Rules made there under;

The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;

The Depositories Act, 1996 and the Regulations and bye laws framed there under;

The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings; - Not Applicable to the Company.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)

SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

SEBI (Prohibition of Insider Trading) Regulations, 1992;

SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) 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;
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

- f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vii) Other specifically applicable laws to the Company during the period under review;
 - (i) Income Tax Act, 1961;
 - (ii) Negotiable Instrument Act, 1881;
 - (iii) Information Technology Act, 2000;
 - (iv) Professional Tax
 - (v) Tax Deducted at Source
 - (vi) Value Added Tax(VAT) & Central Sales Tax(CST)

We have also examined compliance with the applicable clause of the following:

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

During the period under review and as per the explanations and the clarifications given to us and the representation made by the Management of the Company, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extend applicable and subject to the following observation.

1. Clause 41 (III)(B) & 41(VI) of the Listing Agreement and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Advertisement in News Paper

Pursuant to Clause 41 (III) (B) & 41(VI) of the Listing Agreement and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company shall issue a public notice in at least in one vernacular daily newspaper circulating in which region, where the registered office of the company is situated for the following matters:

- (a) Board meeting wherein quarterly unaudited / audited results are to be considered where Prior 7 clear day's intimation needs to be published.
- (b) Financial results within 48 hrs of the conclusion of the Board or committee meeting at which they were approved.

However, during the period under review, the Company has not complied with the requirements of the aforesaid clause of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

2. Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 – News Paper notice for Voting Through Electronic means

Pursuant to Rule 20 (4) (v) of the Companies (Management and Administration), Rules, 2014 the Company shall cause a public notice by way of an advertisement to be published, immediately on completion of dispatch of notices for the meeting not later than 21 days prior to the date of General Meeting at least once in English newspaper having country wide circulation and once in vernacular language news paper in principle vernacular language of the District in which company is situated, having wide circulation in the District.

However, during the period under review, the Company has not complied with the requirements of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014.

3. Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 – News Paper Advertisement for Book Closure.

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, a Listed Company closing the Register of Members shall give news paper advertisement for Book Closure at least 7 days prior to the Book Closure in vernacular newspaper in the

principle vernacular language of the District and having a wide circulation in the place where registered office of the Company is situated also at least once in English Language in an English Newspaper circulating in that district and having wide circulation in the place where the Registered office of the Company is situated.

However, during the period under review, the Company has not complied with the requirement of Section 91 of the Companies Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014.

We further report that

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

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

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

We 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.

**For Ravi Kothari & Associates,
Company Secretaries**

Ravi Kothari
Membership No – 34207
COP No. – 12773

Date:
Place: Mumbai

Annexure – 1:

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation 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, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check 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 Ravi Kothari & Associates,
Company Secretaries**

Ravi Kothari

Membership No – 34207

COP No. – 12773

Date: 14/08/2016

Place: Mumbai

Management Discussion and Analysis

Overview

The Company is not carrying out any specific business. Considering the fact that the Company has adequate resources to continue in operational existence for the foreseeable future and taking into account the management assessment of improvement in the economic condition in general. The Company is getting its revenue out of commission.

Financial performance & review

The Company made a loss of Rs. (5,38,162) during current financial year as against profit of Rs. 19,054 during the previous year.

Segment wise performance:

As there is no particular operational activity, hence segment wise performance is not applicable.

Outlook

Due to change in the business activity from food business to other activity forecasting outlook is not wise since any particular business not yet started. The Directors are under the process of exploring other avenues of diversifying into new areas of business.

Risk Management

Your Company has no specific risks other than normal business problems which are explained above.

Internal Controls

The Company has adequate internal control procedures and has well defined business processes to ensure the efficiency and effectiveness of the efforts that go in managing various assets and interests of the Company.

Subsidiaries

Your Company has no subsidiary Companies.

CEO / CFO Certification

We hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2016 and to the best of our knowledge and belief:
- I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) They are, to the best of our knowledge and belief; no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or violate any of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
- i) Significant changes in internal control over financial reporting during the year under reference;
 - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) Instances during the year of significant fraud with involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: -Secunderabad

Date: - 14th August 2016

For CHPL INDUSTRIES LIMITED
Viral Kishanbhai Chavda
(CFO)

Annexure A

To,

The Members

CHPL INDUSTRIES LIMITED

CIN NO: L65921TG1989PLC010151

Add: Shop No 2,Budhabhavanam,(Amco) ,

Mg Road, Secunderabad,

Telangana- 500 003

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

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

Ravi Dinesh Kothari

Practising Company Secretary

Membership No: 34207

Certificate of Practice Number: 12773

INDEPENDENT AUDITOR'S REPORT

To
The Members of
CHPL INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **CHPL Industries Limited**, which comprise the Balance Sheet as at **31st March, 2016**, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at **31st March 2016**, its Profit & Loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure "A"** statement on the matters Specified in paragraphs 3 and 4 of the Order.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - (i) The Company did not have any long-term contracts including derivative contracts .
 - (ii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For Ramanand & Associates

Chartered Accountants

Firm Registration No. : 117776W

CA Ramanand Gupta

Partner

Place: Secunderabad

Date: 30th May 2016

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- (i) (a) As the company does not have any fixed assets, it is not required to maintain proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) As the company does not have any fixed assets, it is not required to have a regular programme of the physical verification of its fixed assets by which all fixed assets are verified in the phased manner.
- (ii) In our opinion and according to the information and explanation given to us, since, the company does not hold any inventories, the provisions of clause is not applicable.
- (iii) The Company has not granted any loans secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013.
- (iv) The Company has not granted any loans, investments, guarantees, and securities under section 185 & 186 of the Act.
- (v) According to the information and explanation given to us, the company has not accepted any deposits from the public during the year and accordingly the question of complying with section 73 and 76 of the Companies Act, 2013 does not arise.
- (vi) Since there is No Business activity during the period under review therefore cost records prescribed under Sec 148(1) of Companies Act, 2013 are not Applicable to the company.
- (vi) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees’ State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise As at 31st March, 2016, the Company has been registered for less than 5 years; hence, clause 4(x) of the Order is not applicable to it.
- (c) According to the information and explanation given to us, there was no amount which was required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules framed there under.
- (vi) In According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures.
- (ix) In our opinion, and according to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer and term loans during the year.

- (x) According to the records of the company examined by us and as per the information and explanations given to us, neither the company nor its officer/ employees have not committed any fraud.
- (xi) According to the records of the company examined by us and as per the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xi) According to the records of the company examined by us and as per the information and explanations given to us, the company does not have any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xi) According to the records of the company examined by us and as per the information and explanations given to us, the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013
- (xi) According to the records of the company examined by us and as per the information and explanations given to us, the Company is not a Nidhi Company and hence has not complied with the Nidhi Rules, 2014
- (xv) According to the records of the company examined by us and as per 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.
- (xv) According to the records of the company examined by us and as per the information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act,

For Ramanand & Associates
Chartered Accountants
Firm Registration No. : 117776W

CA Ramanand Gupta
Partner

Place: Secunderabad
Date: 30th May, 2016

Annexure B to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of **CHPL INDUSTRIES LIMITED** on the financial statements for the year ended March 31, 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of **CHPL INDUSTRIES LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (ICAI). 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 Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the

company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting 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.

For Ramanand& Associates
Chartered Accountants
Firm Registration No. : 117776W

CA Ramanand Gupta
Partner

Place: Secunderabad
Date: 30th May, 2016

Date: 30th May, 2016

To,
Ramanand & Associates
Chartered Accountants,
6/C, Ostwal Park Building No. 4 CHSL,
Near Jesal Park Jain Temple,
Bhayander East, District Thane,
Pin - 401105.

Dear Sir,

Re : Statutory Audit for the Financial Year 2015-2016

Sub : Letter of Representation for Financial Year 2015-2016

This representation letter is provided in connection with your audit of the financial statements of '**CHPL Industries Limited**' for the year ended **March 31, 2016** for the purpose of expressing an opinion as to whether the financial statements give a true and fair view of the financial position of '**CHPL Industries Limited**' as of **March 31, 2016** and of the results of operations for the year then ended. The responsibility for preparation of financial statements in accordance with the requirements of the Companies Act, 2013 and recognised accounting policies and practices, including the Accounting Standards issued by the Institute of Chartered Accountants of India, is that of the management.

We confirm and acknowledge, to the best of our knowledge and belief, the following representations:

A. General:

The Company was incorporated during the year 1989 and is engaged in the business of Textile business and started Trading Activities.

B. Accounting & Other Policies:

1) Fixed Assets:

The Company has no Fixed Assets.

2) Revenue Recognition:

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Direct fiscal duties and taxes are charged out as an expense in the year in which they are paid or provided.

Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

Profit on sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying value of the investment. Interest is recognized based on time-proportion method based on rates implicit in the transaction.

3) Income Taxes:

Tax expenses for the year comprises of Current Income tax and Deferred Tax Asset.

- (i) Tax expenses for the year comprise of current tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on “Accounting for Taxes on Income”.
- (ii) Deferred Tax represents the tax effect of timing differences between taxable income and accounting income for the reporting period and is capable of reversal in one or more subsequent periods. Deferred tax are quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet Date.
- (iii) Deferred Tax Assets are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax asset on unabsorbed depreciation and carry forward of losses are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

4) Contingent Liabilities and Provisions:

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent Liability is disclosed for Possible obligation which will be confirmed only by future events not wholly within the control of the company or Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

5) Earnings per Share:

In determining the Earnings Per share, the company considers the net profit after tax includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

6) Share Capital

- i) During the Financial Year 2015-2016, the company paid up equity share capital stands at Rs 3,04,65,880/- divided into 30,46,588 equity shares of Rs 10 each.

- ii) We have maintained Share Register & Members Register as required by the Companies Act, 2013.

7) Other Long Term Liabilities

This includes loan from Directors amounting to Rs. 11,35,000/- as on 31/03/2016.

8) Other Current Liabilities

It includes Audit Fees payable amounting to Rs. 33778/- outstanding as on 31/03/2016.

9) Short Term Provision

Provision for Expenses outstanding for the FY 15-16 amounting to Rs. 2,73,969/- includes Rent, Salary & Assisting Charges and Expenses.

10) Cash & Bank Balances

- i) The Cash in Hand as on 31-03-2016 was Rs. 21,918/-. The same is lying with company for which the physical verification report as on 31-03-2016 is attached herewith for audit purpose.

- ii) We confirm that, we have carried out physical verification of Cash in Hand at regular intervals and that there exist adequate internal controls over cash transaction.
- iii) The breakup of Balances with Banks in Current Accounts as on 31-03-2016 as requires by Schedule III of the Companies Act, 2013 is as follows :

Balance With Scheduled Banks in Deposit A/c	Rs.
Punjab National Bank.	235183.47
Andhra Bank	1,988
Total	237171.47

- iv) The Balance Confirmation Certificates of all the Banks as on 31-03-2016 along with Bank Reconciliation Statements are attached herewith for audit purpose.

11) Loans & Advances

The breakup of Other Advances is as follows :

Particulars	Amount Rs.
Deposits - Edge Consultancy Services	25,00,000
Sahaj Corporation	18,53,000
Sundry deposit – MCH	1,11,934
Sundry Deposit – Others	16,667
Advisory Fees Receivable	2,70,000
Balances with Revenue Authorities	24,107
TDS on Interest Income	30,000
TDS on Advisory Fees	

12) Current Liabilities & Provisions

- a. The carrying amount of items covered under the head 'Current Liabilities & Provisions' are true and fair.
- b. We have recorded all known liabilities in the financial statements.
- c. Provision has been made in the accounts for all known losses and claims of material amounts.
- d. We have disclosed in notes to the financial statements all guarantees that we have given to third parties and all other contingent liabilities.

13) Related Party Disclosures

- a. We have identified all the related parties and transaction with all such parties. The information provided to you is complete in all respects.
- b. The disclosures made in the financial statement are adequate having regard to the framework under which the financial statements have been drawn.
- c. The financial statements are free from material misstatement, including omissions with regard to related parties and transaction with related parties.
- d. List of Related Parties with whom transactions have taken place along with relationship is given as under:

14) Taxation :

The Company has not made provision for Income Tax during the year as there are carry forward losses.

15) Board Of Directors :

- a. The composition of the Board of Directors is in accordance with the provisions of Section 149 of the Companies Act, 2013.
- b. The Board of Directors (BOD) has reported in the Directors' Report to the shareholder compliance to their responsibility statement under Section 134 of the Companies Act, 2013.
- c. There was no change in the Board of Directors for the FY 2015-16.

For CHPL Industries Limited

Viral Chavda
(Executive Director)

Place: Secunderabad
Date: 30th May, 2016

M/s. CHPL Industries Limited
Shop no.2,(AMCO) Budhabhavanam, MCH Complex, M.G. Road, Secunderabad – 500 003.
BALANCE SHEET AS AT 31ST MARCH, 2016.

Particulars	Note No.	Amount in Rs.	Amount in Rs.
		<i>Figures as at the end of current reporting period</i>	<i>Figures as at the end of previous reporting period</i>
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	3	3,04,65,880	3,04,65,880
(b) Reserves and Surplus	4	(2,68,43,830)	(2,63,05,668)
<u>(2) Non-Current Liabilities</u>			
(a) Long-Term Borrowings	5	11,35,000	11,35,000
(b) Deferred Tax Liabilities (Net)			
<u>(4) Current Liabilities</u>			
(a) Other Current Liabilities	6	33,778	22,472
(b) Short Term Provisions	7	2,73,969	1,12,708
Total Equity & Liabilities		50,64,797	54,30,392
II.ASSETS			
<u>(1) Non-Current Assets</u>			
<i>(a) Fixed Assets</i>			
(i) Gross Block		-	-
(ii) Depreciation		-	-
(iii) Net Block		-	-
<u>(2) Current Assets</u>			
(a) Current investments		-	-
(c) Cash and cash equivalents	8	2,59,089	8,10,744
(d) Short-term loans and advances	9	48,05,708	46,19,648
Total Assets		50,64,797	54,30,392

NOTES TO ACCOUNTS

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

For Ramanand & Associates
Chartered Accountants

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

For CHPL Industries
Limited

VIRAL CHAVDA
(DIRECTOR)

S.K. PATHKI
(DIRECTOR)

PLACE: Secunderabad
DATED: 30th May, 2016

M/s. CHPL Industries Limited
Shop no.2, (AMCO) Budhabhavanam, MCH Complex, M.G. Road, Secunderabad – 500 003.
PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2016

Sr. No	Particulars	Note No.	Amount in Rs.	
			Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I	Revenue from operations	10	-	20,93,375
II	Other Income	11	2,04,124	5,72,302
III	III. Total Revenue		2,04,124	26,65,677
IV	<u>Expenses:</u>			
	Cost of materials	12	-	17,15,482
	Employee Benefit Expense	13	1,94,000	1,29,000
	Financial Costs	14	68	151
	Other Administrative Expenses	15	5,48,218	8,01,990
	IV. Total Expenses		7,42,286	26,46,623
V	Profit before exceptional and extraordinary items and tax	(III - IV)	-	
			5,38,162	19,054
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (IV - V)		-	
			5,38,162	19,054
VIII	Extraordinary Items		-	-
IX	Profit before tax (VI - VII)		-	
			5,38,162	19,054
X	<u>Tax expense:</u>			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	(3) Short / Excess Provision for Taxation		-	-
XI	Profit(Loss) from the period from continuing operations	(IX-X)	-	
			5,38,162	19,054
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations			

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		-	-
XIV	Profit/(Loss) from Discontinuing operations (XI - XII)	-	-
XV	Profit/(Loss) for the period (X + XIII)	5,38,162	19,054
XVI	Earning per equity share:		
	(1) Basic	(0.18)	0.01
	(2) Diluted	(0.18)	0.01

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

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

For CHPL Industries Limited

**For Ramanand & Associates
Chartered Accountants**

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

Viral Chavda
(Director)

S.K. Pathki
(Director)

PLACE: Secunderabad
DATED: 30th May, 2016

M/s. CHPL Industries Limited
Shop no.2,(AMCO) Budhabhavanam, MCH Complex, M.G. Road, Secunderabad – 500 003.
CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2016

PARTICULARS	As at 31-03-2016	As at 31-03-2015
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit /(Loss) before tax and Extraordinary items	- 5,38,162	19,054
Operating profit/(Loss) before working capital changes	- 5,38,162	19,054
Adjusted for		
Trade receivables (Increase)/Decrease	-	-
Sundry Creditors Increase/(Decrease)	-	-
Other Liabilities increase/(Decrease)	1,72,567	1,30,180
Increase in loans and advances	(1,86,060)	(3,60,044)
Cash generated from operations		
NET CASH FLOW FROM OPERATING ACTIVITIES - A-	(5,51,655)	- 2,10,810
B. CASH FLOW FROM INVESTING ACTIVITIES:		
NET CASH FLOW FROM INVESTING ACTIVITIES - B -	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Intercorporate Deposit	-	-
Increase in Share Capital	-	-
Increase in General Reserves (I.T. Refund)	-	5,58,218
Borrowings (Net)	-	- 13,87,605
NET CASH FLOW FROM FINANCING ACTIVITIES - C-	-	- 8,29,387
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(5,51,655)	- 10,40,197
Cash and cash equivalents as at 1st April, 2015	8,10,744	18,50,941
Cash & cash equivalents as at 31st March, 2016	2,59,089	8,10,744

For Ramanand & Associates
Chartered Accountants

CA Ramanand Gupta
 Partner
 Membership No. : 103975
 Firm Reg. No.: 11776W

For CHPL Industries Limited

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

Place: Secunderabad
 Date: 30th May, 2016

M/s. CHPL Industries Limited

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2016

Note : 3 Share Capital

Sr. No	Particulars	Amount in Rs.	
		Current Year	Previous Year
1	AUTHORIZED CAPITAL 36,50,000 Equity Shares of Rs. 10/- each.	3,65,00,000	3,65,00,000
		3,65,00,000	3,65,00,000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL <i>To the Subscribers of the Memorandum</i> 30,46,588 Equity Shares of Rs. 10/- each, Fully Paid up Share capital by allotment 30,46,588 Equity Shares of Rs. 10/- each, Fully	3,04,65,880	3,04,65,880
	Total	3,04,65,880	3,04,65,880

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

Number of shares at the beginning of the year	30,46,588	30,46,588
Less: Shares forfeited during the year	6,25,000	-
Add: Preferential Allotment	6,25,000	-
Number of shares at the end of the year	30,46,588	30,46,588

Shareholders having more than 5% Shares

Name of the shareholder	No. of shares as at	
	Current Year	Previous Year
S K Pathki	4,70,541	4,70,541
B N Sistla	3,37,401	3,37,401
Rashmi Ravi Sharma	6,25,000	NIL
Mitesh Kataria	NIL	625000

Note : 4 Reserve & Surplus

Sr. No	Particulars	Current Year	Previous Year
1	Capital Reserve	23,50,000	23,50,000
2	General Reserve	12,87,033	18,25,195
3	Surplus (Deficit) - Profit & Loss Account		
	Balance brought forward from previous year	(3,04,80,863)	(3,04,80,863)
	Add: Profit for the period	(5,38,162)	19,054
	Less: Transfer to General Reserve	(5,38,162)	19,054
	Total	(2,68,43,830)	(2,63,05,668)

Note : 5 Long Term Borrowings

Amount in Rs.

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

Note : 6 Other Current Liabilities

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Audit Fees Payable	33,778	22,472
	Total	33,778	22,472

Note : 7 Short Term Provisions

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Provision for Directors' Sitting fees	-	30,000
2	Provision for Rent	-	33,708
3	Provision for Salary & Assisting Charges	94,000	49,000
4	Provision For Expenses	1,79,969	-
	Total	2,73,969	1,12,708

Note : 8 Cash & Cash Equivalent

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	<u>Cash-in-Hand</u>		
	Cash Balance	21,918	21,918
	Sub Total (A)	21,918	21,918
2	<u>Bank Balances</u>		
	With Punjab National Bank	2,35,183	7,86,838
	With Andhra Bank	1,988	1,988
	Sub Total (B)	2,37,171	7,88,826
	Total [A + B]	2,59,089	8,10,744

Note : 9 Short Terms Loans and Advances

Sr. No	Particulars	Current Year	Previous Year
1	Loans & Advances from related parties	-	-
2	Others		
3	Advance Recoverable in cash or in kind or for value to be considered good		

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	ICD - D & C Capstone	-	15,00,000
	Deposit - Edge Consultancy Services	25,00,000	25,00,000
	Sahaj Corporation	18,53,000	-
4	Advance Income Tax/Refund Due	-	-
5	Sundry deposit -MCH	1,11,934	1,11,934
6	Sundry Deposit - Others	16,667	16,667
7	Interest Accrued on Advances	-	1,71,943
8	Advisory Fees Receivables	2,70,000	2,70,000
9	Balances with Revenue Authorities		
	TDS on Interest Income	24,107	19,104
	TDS on Advisory Fees	30,000	30,000
	Total	48,05,708	46,19,648

Note : 10 Revenue from Operations

Amount in Rs.

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

Note : 11 Other Income

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Interest on Income Tax Refund	-	3,81,255
2	Interest on Loans & Advances	2,03,034	1,91,047
3	Income Tax Refund	1,090	-
	Total	2,04,124	5,72,302

Note : 12 Cost of Material

Amount in Rs.

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

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Note : 13 Employment Benefit Expenses

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Salary & Assisting Charges	1,94,000	1,29,000
	Total	1,94,000	1,29,000

Note :14 Financial Cost

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Bank Interest & charges	68	151
	Total	68	151

Note : 15 Other Administrative Expenses

Amount in Rs.

Sr. No	Particulars	Current Year	Previous Year
1	Misc. Expenses	54,659	-
2	Listing Fees	2,59,350	8,427
3	Printing & Stationery	7,313	7,350
4	Audit Fees	49,500	22,472
5	Application Fees	-	6,11,802
6	Professional Fees	61,980	49,300
7	Registrar & Transfer Charges	-	27,695
8	Rent	67,416	44,944
9	Conveyance (Board Meeting)	12,000	12,000
10	Directors Sitting Fees	36,000	18,000
	Total	5,48,218	8,01,990

COMPANY OVERVIEW CHPL INDUSTRIES LIMITED is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956 (the Act). The main business activities of the Company have been trading in Textile goods. The Company, at present, is solely concentrating in the trading of Textile goods.

ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2016

I. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of accounting and preparation of financial statements

The financial statements have been prepared in accordance with the generally accepted accounting principles in India ("Indian GAAP") to comply with the accounting standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) rules, 2014 and relevant provisions of the Companies Act, 2013 and other accounting pronouncements of the Institute of Chartered Accountants of India. The financial statements have been prepared under historical cost convention and on accrual basis. The Accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

B. Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets & liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

C. Expenses

It is the Company's policy to provide for all expenses on an accrual basis.

D. Depreciation

- a) The Company has policy of providing depreciation on assets on W.D.V basis at the rate specified in Schedule II of the Companies Act, 2013
- b) The Company has policy of providing depreciation on pro- rata basis from the date of addition.

E. Inventories

The Company values inventories at the lower of cost (on FIFO basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.

F Cash flow statements

Cash flow are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non- cash nature and any deferrals or accruals of pasts or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

G Revenue Recognition

Sale of Goods

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude Value Added Tax.

Income from services

Revenues from services rendered are recognized when services are rendered and when the revenue is measurable and there is no uncertainty as to ultimate collection.

H Fixed Assets

The Company has no fixed assets.

I Investments

The Company has no investments

J Earnings per share

In accordance with the Accounting Standard -20 (AS-20) "Earning Per Share" issued by the Institute of Chartered Accountants of India, earning per share is computed by dividing the profit after tax with the weighted average number of shares outstanding at the year end. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

K Taxes on income

Current tax is the amount of tax payable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future Income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. Since the Company has carried forward losses and unabsorbed depreciation, MAT was not applicable for the year under review.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance sheet date for their realisability. Since the Company has no fixed assets, provision of deferred tax has not been made.

L Impairment of assets

The carrying values of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

M Provision and contingencies

A provision is recognized when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the 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.

II. Notes

B. Auditors' Remuneration

	2015 - 2016	2014-2015
	Rupees	Rupees
C Payment to Auditors (Provided) Audit Fee	49,500/-	22,472/-

i. Earning Per Share

	As at 31-03-2016	As at 31-03-2015
Nominal value of each share	Rs.10/-	Rs.10/-
Basic earnings per share	(0.18)	0.01

ii. Related Party Disclosures

During the year, the Company has not entered into any transactions with related parties.

**Our Report attached
For Ramanand & Associates
Chartered Accountants**

for and on behalf of the Board

CA Ramanand Gupta
Partner
Membership No.103975
FRN: 117776W

Viral Chavda
Director

S.K. Pathki
Director

Date: 30th May, 2016
Place: Secunderabad

Form No. MGT-11

Proxy Form

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

Name of the Members		
Registered Address		
E-mail ID	Folio No / Client ID	DP ID

I/We, being the member(s) of _____ Shares of the above named company. Hereby appoint

Name:	E-mail Id:
Address:	
Signature, or failing him	
Name:	E-mail Id:
Address:	
Signature, or failing him	
Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at General Meeting of the Company, to be held on the 29th September 2016 at 9:00 a.m. at Registered office of the company at Shop No 2, Budhabhavanam, (AMCO) MG Road, Secunderabad – 500003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions	Vote	
		For	Against
Ordinary Resolution			
1.	Adoption of statement of Profit and Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2016		
2.	To confirm an additional Director in place of Mr. Viral Chavda who retires by rotation, and being eligible offers himself for reappointment		
3.	To ratification of the Auditor of M/s Ramanand & Associates , Chartered Accountants by the Members		
Special Resolution			
4.	To consider and if thought fit, to pass with or without modification resolution concerning that Mrs. Rashmi Ravi Sharma is confirm as an Executive Director.		
5.	To consider and if thought fit, to pass with or without modification resolution concerning That Mr. Sanjaykumar Ramesh Bhai Bhalani confirm as an Executive Director		
6.	To consider and if thought fit, to pass with or without modification resolution concerning That Mr. Jignesh Bhupatbhai Rajpara is confirm as an Executive Director.		
7.	To consider and if thought fit, to pass with or without modification resolution concerning That Mr. Pravesh Omprakash Agarwal is confirm as an Independent Director.		
8.	To consider and if thought fit, to pass with or without modification resolution concerning That Mr. Mallappa Basappa Kasar is confirm as an Independent Director		
9.	To consider and if thought fit, to pass with or without modification resolution concerning Change in Capital Clause of the company vide increasing in authorized capital.		
10.	To consider and if thought fit, to pass with or without modification resolution concerning As per Section 180 (1) (c) of the Companies		

	Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve		
11.	To consider and if thought fit, to pass with or without modification resolution concerning As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more,		
12.	To consider and if thought fit, to pass with or without modification resolution concerning Incorporation of Subsidiary(ies) in India or Outside India.		

*Applicable for investor holding shares in Electronic form.

Signed this _____ day of _____ 2016.

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy Holder

Signature of Shareholder across
Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the text of the Resolutions, Explanatory Statements & Notes, please refer to the Notice convening the General Meeting dated 29th September, 2016.
3. It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box.

CHPL INDUSTRIES LIMITED
CIN: L65921TG1989PLC010151
Registered Office: Shop No 2, Budhabhavanam, (AMCO) MG Road, Secunderabad- 500003

ATTENDANCE SLIP: ANNUAL GENERAL MEETING

Please complete this attendance slip and hand it over at the entrance of the meeting venue.

I, hereby record my attendance at the Annual General Meeting of the members of CHPL Industries Limited will be held on **Thursday, 29th September, 2016**, at 9.00 a.m. at Hotel Raj Classic Inn, 50 MG Road, Secunderabad, Beside KFC Restaurant, Secunderabad - 500003.

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

SIGNATURE OF THE SHARE HOLDER OR PROXY:

_____ ✂ _____ ✂ _____ ✂ _____

EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 26th September, 2016 at 9.00 a.m. IST ends on 28th September, 2016 at 5.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, Please contact at helpdesk.evoting@cdslindia.com

(Member's /Proxy's Signature)

MAP: Annual General Meeting Venue

