

10th
ANNUAL REPORT
2004-2005



CHARTERED CARRIERS LTD.

❁ REGISTERED OFFICE ❁

C-1, Jay Tower,
Ankur Road, Naranpura,
AHMEDABAD - 380 013.



CHARTERED CARRIERS LTD.

CHARTERED CARRIERS LTD.

BOARD OF DIRECTORS

MR. GYANCHAND GANDHI	- CHAIRMAN
MR. LALITKUMAR GANDHI	- MANAGING DIRECTOR
MR. MOHIB N. KHERICHA	- DIRECTOR
MR. MANGILAL BOHRA	- DIRECTOR
MRS. NISHA KALYAN	- DIRECTOR

AUDITORS

M/s RAMAN M. JAIN & CO.

Chartered Accountants

B-31, Ghanshyam Avenue,

Opp. Old Guj. High Court,

Ahmedabad-380 014.

BANKER

UNION BANK OF INDIA

HDFC BANK LTD.

REGISTERED OFFICE

C-1, Jay Tower,

Ankur Road, Naranpura,

Ahmedabad-380 013.

FOR, CHARTERED CARRIERS LTD.

Rajesh Kumar Gadhvi
DIRECTOR

CERTIFIED TRUE COPY

SHARE TRANSFER AGENT

Pinnacle Share Registry P Ltd.

Ashoka Mills, Naroda Road, Ahmedabad - 380 025

SIN No.: INE558F01018

**NOTICE**

Notice is hereby given that the 10th Annual General Meeting of the company will be held at 2.30 PM on Friday the 30th September, 2005 at 710, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad - 380 006 to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2005 and the Balance Sheet as at that date and the Reports of Directors and the Auditors.
2. To appoint a Director in place of Mr. Gyanchand Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

4. To consider and, if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:
RESOLVED THAT Mr. Mangilal Bohra be and is hereby appointed as Director of the company, liable to retire by rotation.
5. To consider and, if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:
RESOLVED THAT Mrs. Nisha Kalyan be and is hereby appointed as Director of the company, liable to retire by rotation.
6. To consider and, if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approval as may be necessary, that the Company do hereby appoint Mr. Lalit Kumar Gandhi as Managing Director of the Company for a period of five years with effect from 2nd September, 2005 without any remuneration.
7. To consider and, if thought fit, to pass with or without modifications the following Resolution as special Resolution:
RESOLVED THAT: pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 the articles of Association of the Company be and are hereby altered as follows:
I) The following Heading and Article be inserted as Article No. 32- A after the existing Article No. 32:

DEMATERIALISATION OF SECURITIES

- (1) Definitions: For the purpose of this Article, unless the context otherwise requires:
 - (a) 'Beneficial Owner' means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996:
 - (b) 'SEBI' means the Securities and Exchange Board of India
 - (c) 'Depository' means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India act, 1992.
 - (d) 'Security' means such security as may be specified by SEBI from time to time.



- (e) 'Shareholder or Member' means the duly registered holder from time to time of the shares of the company and includes every person holding equity and/or preference shares of the company as also one whose name is entered as a beneficial owner of the shares in the records of Depository.

(2) DEMATERIALISATION OF SECURITIES :

Notwithstanding anything contained in these Articles, the company shall be entitled to dematerialize its securities and or offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

(3) OPTIONS FOR INVESTORS

Every person subscribing to security offered by the Company shall have the option to receive security certificates or to hold the security in a dematerialised form with a depository such a person who is the beneficial owner of the security can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act and Rules, if any, prescribed thereunder, and the company shall in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(4) SECURITIES IN DEPOSITORIES TO BE IN FUNGIBLE FORM

All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, and 187C of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

(5) RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS

- (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting the transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

(6) SERVICE OF DOCUMENTS

Notwithstanding anything contained in the Act or these Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

(7) TRANSFER OF SECURITIES

Nothing contained in Section 108 of the act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

(8) ALLOTMENT OF SECURITIES DEALT WITH IN A DEPOSITORY

Notwithstanding anything contained in the Act or these articles, where securities are dealt with in a



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dematerialised form with a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

(9) DISTINCTIVE NUMBERS OF SECURITIES HELD IN A DEPOSITORY

Nothing contained in the Act or these articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

(10) REGISTER AND INDEX OF BENEFICIAL OWNERS

The register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the register and index of Members and Security holders for the purposes of these Articles.

(11) OTHER MATTERS

Notwithstanding anything contained in these Articles or the Act, the provisions of Depositories Act, 1996, relating to dematerialization of securities, (including any modification or re-enactment thereof and Rules/ Regulations made thereunder) shall prevail and apply accordingly.

(II) After Article 32-A the following new article be added as Article 32-B as under:

NOMINATION OF SHARES AND/ OR DEBENTURES

- (1) Every holder of shares or debentures of the Company may at any time nominate, in the manner prescribes under the Act, a person to whom his shares in or debentures of the Company shall vest in the event of his death.
- (2) Where the shares or debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the manner prescribed under the Act, a person to whom all rights in the shares or debentures of the Company shall vest in the event of all joint holders.
- (3) Notwithstanding anything contained in any other law for the being in force or in any disposition, whether testamentary or otherwise, in respect of the shares or debentures where a nomination is made in the manner prescribed under the act, purports to confer on any person the right to vest the shares or debentures of the Company, the nominee shall on the death of the shareholder or the debenture holder concerned, or on the death of the joint holders become entitled to all the rights in the shares or debentures of the Company of such shareholder or holder of debentures of the Company to the exclusion of all other persons, unless the nomination is varied or canceled in the manner prescribed under the Act.
- (4) Where the nominee is a minor, the holder of the shares or debentures concerned, can make the nomination to appoint in the prescribed manner under the Act, any person to become entitled to the shares or debentures concerned in the event of his death during the minority.

(III) After Article 32-B the following new Article be added as Article 32-C under:

BUY BACK OF SHARES

Subject to the provisions of Section 77A and 77B of the Act and other applicable provisions of the Act and these Articles, the Company may buy-back its own shares or other specified securities out of its free reserve or out of its securities premium account or out of the proceeds of earlier issue other than the fresh issue of shares made specifically for buy-back purpose by passing a Special resolution in the General Meeting of the Company.

For and on behalf of Board of Directors

Place: Ahmedabad
Date September 1, 2005

Lalit Kumar Gandhi
Managing Director

**NOTES :**

- 1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and on a poll, to vote instead of himself. A proxy need not be member of the company.
- 2 Members/ proxies should bring attendance slip, duly filled in, for attending the meeting.
- 3 Members / proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting.
- 4 The register of Members and share transfer books of the company will remain closed from 27th September, 2005 to 30th September, 2005 (both days inclusive).
5. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions to the company so as to reach at least 7 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956
ITEM NO. 4 & 5

Mr. Mangilal Bohra and Mrs. Nisha Kalyan were appointed as additional Director of the company with effect from 23 June, 2005 under section 260 of the Companies Act, 1956. They holds office upto the date of the ensuing Annual General Meeting. The company has received notices in writing from members alongwith of Rs. 500/- each proposing the candidatures of Mr. Mangilal Bohra and Mrs. Nisha Kalyan for the office of Director under the provision of section 257 of the Companies Act, 1956.

The board of Directors recommends the above resolution for approval of members.

Except Mr. Mangilal Bohra and Mrs. Nisha Kalyan none of the Directors is in any way concerned or interested in this resolution.

ITEM NO. 6

The Remuneration Committee of the Company and Board of Directors of the Company at its meeting held on 02/09/2005 subject to the approval of the shareholders at the Annual General Meeting appointed Mr. Lalit Kumar Gandhi as the Managing Director of the company for a period of 5 (five years) with effect from 1st September, 2005.

The Board of Directors recommends the above resolution for approval of members.

Except Mr. Lalit Kumar Gandhi none of the Directors is in any way concerned or interested in this resolution.

ITEM NO.7**(I) DEMATERIALISATION**

Consequent upon the enactment of the Depositories Act, 1996, the Securities And Exchange Board of India (SEBI) has made it mandatory for Company's shares to be traded in dematerialised form from 30th October, 2000, and hence the Company is required to join both the Depositories viz. National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) to facilitate trading in electronic form. The company is also required to sign the tripartite agreement with both the Depositories. Some of the provisions of the Companies Act, 1956 and the introduction of the depository system to facilitate holding of securities in dematerialised electronic form. It is therefore necessary to



alter Articles of association of the company in certain respect so that they confirm to the amended provisions of the Companies Act, 1956 and the Depository Act, 1996.

(II) NOMINATION FACILITY

The Companies (Amendment) Act, 1999 has inserted 109A and 109B whereby a holder of Shares/ Debentures can nominate a person to whom rights in the shares or debentures of a Company shall vest in the event of the death of such holder. It is therefore proposed to incorporate a new Article in the Articles of Association of the Company providing the nomination facility.

(III) BUY BACK OF SHARES

The Companies (Amendment) Act, 1999 has inserted new section 77A and 77B whereby company can buy its own shares in the manner prescribed under the said section. It is therefore proposed to incorporate a new Article in the Articles of Association of the Company providing for buy-back of shares.

The Board of Directors recommends the above resolution for approval of Members.

None of the Directors is in any way concerned or interested in this resolution.

For and on behalf of Board of Directors

Place: Ahmedabad
Date: September 1, 2005

Lalit Kumar Gandhi
Managing Director

**DIRECTORS' REPORT**

To,
The Shareholders,
CHARTERED CARRIERS LIMITED

Yours Directors are pleased to present the 10th Annual Report together with the Audited Accounts of the Company for the year ended March 31st, 2005.

FINANCIAL RESULTS :

The Financial results for the year ended March 31st, 2005 are summarized as under:

		Rs. in lacs
	31/03/2005	31/03/2004
Total Income	3387.26	3225.45
Profit (Loss) before depreciation and taxes	122.73	148.18
Less : Depreciation	96.46	92.77
Less : Provision for taxes	10.56	5.22
Less: Deferred Tax Credit	2.95	13.15
Excess (Short) Income Tax Provision in earlier year	0	0.28
Profit (Loss) After Tax	12.76	37.32

DIVIDEND

In view of the results, the Board of Directors is unable to recommend any dividend for the year 2004-2005

OPERATION

The company had good year in terms of turnover as well as profit during the year, its gross income increased to Rs.3387.26 lacs as against Rs. 3225.45 lacs in previous year. During the year company has reported Net Profit of Rs. 12.76 lacs as against Net Profit of Rs. 37.32 lacs in the previous year.

FUTURE OUTLLOK

The Company expects that market condition will improve in the coming year and perform reasonably well.

STOCK EXCHANGES

The company's shares are listed on Ahmedabad and Mumbai Stock Exchanges; the company has paid necessary listing fees for the year 2005-2006

DIRECTORS

Mr. Mangilal Bohra and Mrs. Nisha Kalyan were appointed as additional director by the Board under section 260 of the Companies Act, 1956, with effect from 23/06/2005. They holds the office upto the date of the ensuing Annual General Meeting of the company and are being eligible for re-appointment as director of the company. The company has received a notices under section 257 of the Companies Act, 1956 proposing their candidature for appointment as directors of the company, subject to retire by rotation.

During the year Mr. Jitendra Singh and Ms. Priya Desai have resigned from the Board of the company. Board of directors places on record their appreciation of the valued advice and guidance given by Mr. Jitendra Singh and Ms. Priya Desai during their tenure as directors.



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In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the company, Mr. Gyanchand Gandhi retires by rotation and being eligible, offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 217 (2AA) of the Companies Act, 1956 the Directors would like to state that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the period;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguards in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;
4. The Directors have prepared the Annual Accounts on a going concern basis.

DEPOSITS

During the year Company has not accepted any deposits under Section 58-A of the Companies Act, 1956.

PARTICULARS REQUIRED TO BE FURNISHED BY THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988

The Company has no activities relating to conservation of energy or technology absorption. There has been no foreign exchange earning or outgo during the year under review.

PARTICULARS OF EMPLOYEES COVERED UNDER THE (PARTICULARS OF EMPLOYEES) RULES, 1975

The company does not have any employee in the category as specified under Section 217 (2A) of the Companies Act, 1956.

AUDITORS AND AUDITORS' REPORT

M/s Raman M Jain & Co., Chartered Accountants, retire as auditors of the company at the ensuing Annual General Meeting and are eligible for re-appointment.

The notes to the accounts referred to in the Auditors Reports are self explanatory, and, therefore do not call for any further comments.

ACKNOWLEDGEMENTS

Your Directors record their appreciation for the valuable services rendered by all the employees of the company, their gratitude to the Banks and to the Members of the Company for their support.

For and on behalf of Board of Directors

Place: Ahmedabad

Gyanchand Gandhi

Date: September 1, 2005

Chairman