



# CHARTERED LOGISTICS LTD.

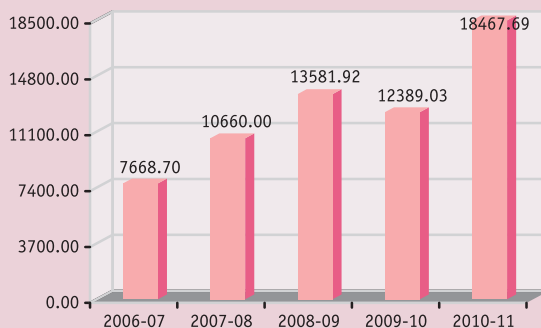


*Redefining  
boundaries for success*

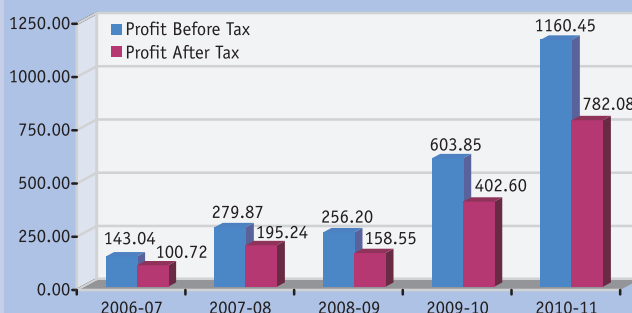


16<sup>th</sup>  
Annual Report  
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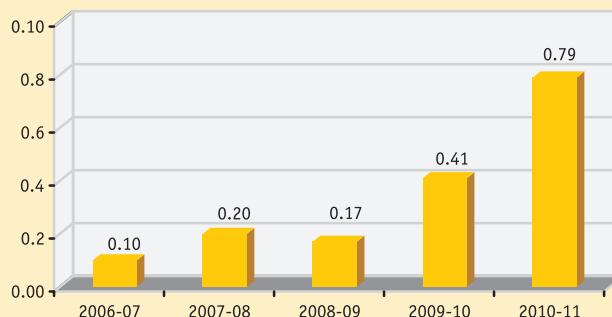
### TOTAL INCOME



### PROFIT BEFORE TAX & PROFIT AFTER TAX



### EARNING PER SHARE



### SUMMARY OF OPERATIONS

(Rs. in Lacs)

PARTICULARS	2006-07	2007-08	2008-09	2009-10	2010-11
Total Income	7668.70	10660.00	13581.92	12389.03	18467.69
Interest	103.26	178.96	300.90	260.04	490.41
Depreciation	216.42	270.65	338.51	324.92	741.47
Profit Before Tax	143.04	279.87	256.20	603.85	1160.45
Profit After Tax	100.72	195.24	158.55	402.60	782.08
Adjusted E P S (in Rupees)*	0.10	0.20	0.17	0.41	0.79

\*EPS is shown @ Face Value of Re. 1/- per share i.e. after considering Split and Bonus.

**COMPANY INFORMATION****BOARD OF DIRECTORS**

Mr. Lalit Kumar Gandhi	<i>Chairman &amp; Managing Director</i>
Mr. Kishore Kumar Gandhi	<i>Executive Director</i>
Ms. Nisha Makwana	<i>Whole Time Director</i>
Mr. Mohib N. Khericha	<i>Independent Director</i>
Mr. Jay Prakash Gandhi	<i>Independent Director</i>
Mr. Ajay C. Shah	<i>Independent Director</i>
Mr. Sandeep Shah	<i>Independent Director</i>

**AUDITORS**

M/s. Raman M. Jain & Co.  
Chartered Accountants  
B-31, Ghanshyam Avenue,  
Opp. C U Shah College, Income Tax,  
Ahmedabad – 380014

**BANKER**

HDFC Bank Limited

**SHARE TRANSFER AGENT**

Sharepro Services (India) Pvt. Ltd.  
13AB, Samhita Warehousing Com.,  
2nd Floor, Sakinaka Telephone Exchange Lane  
Off. Andheri-Kurla Road,  
Sakinaka, Andheri (E), Mumbai-400 072

**ISIN NO.**

INE558F01026

**CIN-L74140GJ1995PLC026351**

**WEBSITE**

[www.chartered.co.in](http://www.chartered.co.in)

**REGISTERED OFFICE**

C-1, Jay Tower, Ankur Commercial Center,  
Naranpura, Ahmedabad-380 013

**FORWARD-LOOKING STATEMENTS**

This Annual report contains forward-looking information so that investors are able to comprehend company's prospects and take informed investment decisions. It basically address expectations or projections about the future, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'seen to be', 'projects', 'estimates' and so on. The achievement of results is subject to risks, uncertainties, and even less than accurate assumptions. All statements are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company under take no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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**NOTICE**

Notice is hereby given that the 16th Annual General Meeting of the company will be held on Wednesday the 21st day of September 2011 at 12:30 P.M. at the Registered office of the Company C-1, Jay Tower, 4th Floor, Ankur Road, Naranpura, Ahmedabad-380013 , to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2011 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. Lalit Kumar Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Nisha Makwana, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Sandeep Shah, who retires by rotation and being eligible, offers himself for re-appointment.
5. To confirm the payment of Interim Dividend on Equity Shares declared by the Board of Directors in its meeting held on November 5, 2010.
6. To appoint Auditors and fix their remuneration.

**SPECIAL BUSINESS:**

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

**"RESOLVED THAT** in pursuance to the provisions of Section 198, 269, 309, 310, 317 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII prescribed under the Companies Act, 1956 and in pursuance to the provisions of Articles of Association of the Company, Mr. Lalit Kumar Gandhi be and is hereby re-appointed as Chairman & Managing Director of the Company for the period of five years from 01st October 2010 to 30th September 2015 on the terms and conditions as mentioned below:

**Basic Salary:** Rs. 1,00,000/- (Rupees One Lac) Per Month.

**CATEGORY – A****1. Housing:**

- a. Expenditure by the Company on hiring furnished accommodation subject to ceiling of 60% of salary over and above 10% payable by Chairman & Managing Director
- b. If the accommodation is owned by the company, 10% of the salary of Chairman & Managing Director shall be deducted by the company.
- c. In case no accommodation is provided by the company, Chairman & Managing Director shall be entitled to House Rent Allowance not exceeding 60% of his salary.

**2. Medical Benefit**

All medical expenses incurred for himself and his family shall be reimbursed.

**3. Leave Travel Concession:**

For self and family once in year incurred in accordance with the rules of the Company.

**4. Club Fees**

Annual fees of club, subject to maximum of two clubs. This will not include admission and life membership fees.

**5. Personal Accident Insurance**

Personal Accident Insurance of an amount annual premium of which does not exceed Rs. 10,000/-

**CATEGORY - B**

Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling on perquisites to the extent they are, either singly or put together not taxable under the Income Tax Act, 1961. Gratuity Act or as per the Gratuity Scheme of the Company whichever is higher.

**CATEGORY - C**

The company may provide a car with driver and telephone. Provision of car and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for personal purpose shall be billed by the Company.

Notwithstanding anything contained to the contrary herein contained, wherein any Financial Year during the currency of the tenure of the Chairman & Managing Director, the Company has no profits or its profits are inadequate, the company will pay salary and perquisites as specified above and in addition thereto perquisites not exceeding the limits specified under section II of Part II of Schedule XIII to the Companies Act, 1956 from time to time.

The Chairman & Managing Director so long as he functions as such shall not be paid any sitting fees for attending the meetings of Board or committees thereof.

**"RESOLVED FURTHER THAT** the Board be and is hereby empowered to decide not to pay any remuneration or reduce the remuneration which the Board may consider reasonable, in such financial year where there are no profits or the same are considered inadequate by the Board."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

8. To consider and if thought fit to pass with or without modification the following resolution as a **Ordinary resolution:**

**RESOLVED THAT** Mr. Jay Prakash Gandhi be and is hereby appointed as Director of the Company, liable to retire by rotation.

**For and on behalf of Board of Directors**

Place : Ahmedabad  
Date : August 18th, 2011

**Lalit Kumar Gandhi**  
*Chairman & 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. As Copies of Annual Report will not be distributed at the Annual General Meeting.
- 4 The register of Members and share transfer books of the company will remain closed from **20th September, 2011 to 21st September, 2011** (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.
- 6 Pursuant to clause 49 of the Listing Agreement, the particulars of directors who are proposed to be appointed / re-appointed are given below and forms part of Notice.
- 7 Members holding shares in physical form are requested to intimate Registrar and Share Transfer Agent of the company i.e. M/s. Sharepro services (India) Pvt. Ltd., Mumbai, change, if any, in their registered address along with pin code. Members holding shares in electronic form may update such details with their respective Depository Participant.



8 The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed hereto.

Sr. No.	Nature of Information	Item No. 2 & 7	Item No. 3	Item No. 4	Item No.8
1	Name	Lalit Kumar Gandhi	Nisha Makwana	Sandeep Shah	Jay Prakash Gandhi
2	Age	50 years	37 years	32 years	62 years
3	Qualification	B. Com	Civil Engineer	M.Com,CA	B.A.
4	Expertise in specific functional area	Transport, Finance, Marketing & Management	Banking	Accounts, Audit, Finance	Wide Experience in Banking
5	Director of Company Since (date)	16/06/1995	23/06/2005	31/08/2008	05/11/2010
6	Directorship in other Companies	Chartered HealthCare Ltd.	NIL	NIL	NIL
7	Member of Committees of Board	NIL	NIL	NIL	NIL
8	Nature of Directors' Interest, in any of the resolutions	Except Mr. Lalit Kumar Gandhi himself, none of the remaining directors is concerned or interested in the Resolution.	Except Ms. Nisha Makwana herself, none of the remaining directors is concerned or interested in the Resolution.	Except Mr. Sandeep Shah himself, none of the remaining directors is concerned or interested in the Resolution.	Except Mr. Jay Prakash Gandhi himself, none of the remaining directors is concerned or interested in the Resolution.
9	Number of shares held in the Company	15828000	1012000	93796	NIL

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956****Item No. 7****Re-appointment of Managing Director**

The Board of Director and Remuneration Committee of the Company in their meeting held on 30th September, 2010 have re-appointed Mr. Lalit kumar Gandhi as Chairman & Managing Director of the Company subject to approval of the members in General meeting for a period of five years with effect from 1st October, 2010.

None of the Director except Mr. Lalit kumar Gandhi himself is in any way concerned or interested in the said resolution.

**Item No. 8****Appointment of Director**

Mr. Jay Prakash Gandhi was appointed as an additional director of the Company with effect from 05/11/2010 under section 260 of the Companies Act 1956. He holds the office upto the date of ensuing Annual General Meeting. The Company has received notice in writing from members under Section 257 of the Companies Act 1956 alongwith requisite deposit proposing the candidature of Mr. Jay Prakash Gandhi for the office of Directors.

Your Directors recommend the resolution for your approval.

None of the Director except Mr. Jay Prakash Gandhi himself is in any way concerned or interested in the said resolution.

**For and on behalf of Board of Directors**

Place : Ahmedabad  
Date : August 18th, 2011

**Lalit Kumar Gandhi**  
*Chairman & Managing Director*



## DIRECTORS' REPORT

To,  
The Shareholders,  
**Chartered Logistics Limited**

Yours Directors are pleased to present the 16th Annual Report together with the Audited Accounts of the Company for the year ended March 31st, 2011.

**1. FINANCIAL RESULTS**

The Financial results for the year ended March 31st, 2011 are summarized as under:

	(Rs. in lacs)	
	<b>31.03.2011</b>	31.03.2010
<b>Total Income</b>	<b>18467.69</b>	12389.03
Profit (Loss) before Interest, depreciation and taxes	<b>2392.32</b>	1188.82
Less : Interest & Finance Charges	<b>490.41</b>	260.04
Less : Depreciation	<b>741.47</b>	324.92
<b>Profit Before Tax</b>	<b>1160.45</b>	603.85
Less : Payment/ Provision for tax	<b>234.35</b>	205.00
Less: Deferred Tax (Credit)/liability	<b>185.49</b>	(1.10)
Add: MAT credit entitlement	<b>43.01</b>	0.00
<b>Profit (Loss) After Tax</b>	<b>783.63</b>	399.96
<b>Excess/(Short) Provision of earlier year</b>	<b>(1.54)</b>	2.64
<b>Net Profit</b>	<b>782.08</b>	402.60

**2. DIVIDEND AND RESERVE**

The Board of Directors at its meeting held on November 5, 2010 declared an interim dividend @ 0.10 Re. (i.e. 10%) per equity share for the year ended March 31, 2011. No final dividend has been recommended by the Board. The company proposes to transfer Rs. 78.21 lacs to General Reserve out of the amount available for appropriation.

**3. OPERATION**

During the year company has reported Total Income of Rs. **18467.69 Lacs** as against Rs. **12389.03 Lacs** in the previous year and Net Profit of Rs. **782.08** lacs as against Net Profit of Rs. **402.60** lacs in the previous year.

**4. FUTURE OUTLOOK**

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

**5. STOCK EXCHANGES**

The company's shares are listed on Bombay Stock Exchange Limited (BSE) the company has paid necessary listing fees for the year 20110-2011. Also the Company is considering listing at National Stock Exchange(NSE) shortly.

**6. INCREASE IN AUTHORISED SHARE CAPITAL AND SPLITTING OF SHARES**

During the year Company increased its authorized share Capital from Rs. 6,00,00,000/-(six crore) to Rs. 25,00,00,000/- (twenty five crore) vide special resolution passed through postal ballot conducted as per section 192A of the Companies Act 1956 read with the Companies (passing of resolution by Postal Ballot) Rules,2001 of which result declared on 11th Day of December,2010.

During the year shares of the company splitted from 1 equity share of Rs. 10/- each into 10 equity shares of Re. 1/- each. Presently the face value of the equity share of the company is Re. 1/- per share.

**7. BONUS SHARES ISSUED**

The Company issued 4,96,70,000 Bonus shares for Rs. 1/- per share in the proportion of 1 (one) new Equity share for every 1 (one) existing Equity Share held by Shareholders as on 27/12/2010, thereby increasing the Paid-up





Capital of the Company to Rs.9,93,40,000/- ; vide special resolution passed through postal ballot conducted as per section 192A of the Companies Act 1956 read with the Companies (passing of resolution by Postal Ballot) Rules,2001 of which result declared on 11th Day of December,2010.

**8. DIRECTORS**

During the year Mr. Mangilal Bohra has resigned from the office of Director due to pre-occupation. The Board records its sincere appreciation of the valuable services rendered by Mr. Mangilal Bohra to the Board and the management of the Company during his tenure.

Mr. Jay Prakash Gandhi was appointed as an additional director of the Company with effect from 05/11/2010 under section 260 of the Companies Act 1956. He holds the office upto the date of ensuing Annual General Meeting. The Company has received notice in writing from members under Section 257 of the Companies Act 1956 alongwith requisite deposit proposing the candidature of Mr. Jay Prakash Gandhi for the office of Directors.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the company Mr. Lalit kumar Gandhi, Ms. Nisha Makwana and Mr. Sandeep Shah retires by rotation and being eligible, offers themselves for re-appointment.

**9. 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 going concern basis.

**12. DEPOSITS**

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

**13. 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.

**14. 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.

**15. AUDITORS AND AUDITORS' REPORT**

M/s Raman M Jain & Co., Chartered Accountants, retires 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.

**13. 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  
Date : August 18th, 2011

**Lalit Kumar Gandhi**  
Chairman & Managing Director



**REPORT ON CORPORATE GOVERNANCE**  
(Pursuant to Clause 49 of the Listing Agreement)

**CORPORATE GOVERNANCE**

The Securities Exchange Board of India (SEBI) ushered in a formal code of Corporate Governance through Clause 49 in the listing agreement executed by the company with the stock exchange. The listed Company has to adopt the practices mentioned in Clause 49.

It aims to assure the shareholders that it is "Your Company" and it belongs to you. The Chairman and Board of Directors are your fiduciaries and trustee pushing the business forward in maximizing long term value for its shareholders. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in Clause 49, for the financial year 2010-11.

**COMPANY'S POLICY**

The Company's policy on Corporate Governance envisages the assignments of high level of transparency and accountability in the functioning of the Company and the conduct of its business internally and externally, including its interaction with employees, stakeholders, creditors, clients, bankers and other business places with due emphasis on regulatory compliance.

The Company believes that transparency, fairness, accountability and social responsibilities are central to the Company and its board of Directors. Company believes that from the above principle of the Corporate Governance, the Company is protecting the interest of the Shareholders.

The Company has followed all the mandatory requirement of clause 49 of Listing Agreement with spirit of corporate governance and is looking forward positively to follow non mandatory provisions. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

The way in which the code of principles of good corporate governance are applied are described below.

**BOARD OF DIRECTORS**

The Board of Directors of the company comprises following Directors:

Name	Category/Designation	No. of outside Directorship and Committee membership/Chairmanship			
		Public Company	Private Company	Committee Membership	Committee Chairmanship
Mr. Lalit Kumar Gandhi	Promoter, Chairman & Managing Director	1	Nil	Nil	Nil
Mr. Mohib N. Khericha	Non Executive Independent Director	5	10	3	3
Ms. Nisha Makwana	Executive Whole Time Director	Nil	Nil	Nil	Nil
Mr. Kishore Kumar Gandhi	Promoter, Executive Director	1	Nil	Nil	Nil
Mr. Sandeep M Shah	Non Executive Independent Director	Nil	Nil	Nil	Nil
Mr. Jay Prakash Gandhi	Non Executive Independent Director	Nil	Nil	Nil	Nil
Mr. Ajay C Shah	Non Executive Independent Director	Nil	Nil	Nil	Nil
*Mr. Mangilal Bohra	Non Executive Independent Director	Nil	Nil	Nil	Nil

\*Mr. Mangilal Bohra has resigned from the office of Director on 05/11/2010.