



Company Information

BOARD OF DIRECTORS

Mr. Lalit Kumar Gandhi (Managing Director)
Mr. Sandeep Shah (Independent Director)
Ms. Nirzari Shah (Independent Director)
Mr. Harsh Gandhi (Executive Director)
Mr. Ashok Kavdia (Additional Independent Director)

CHIEF FINANCIAL OFFICER

Ms. Nisha Makwana
(Resigned w.e.f. 06.08.2016)
Mrs. Mamta S Patel
(Appointed w.e.f. 06.08.2016)

STATUTORY AUDITORS

M/s. Vidya & Co
Chartered Accountants

INTERNAL AUDITOR

M/s. Gandhi & Gandhi Co.
Chartered Accountants

SHARE TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.
D-153-A, 1st Floor, Okhla Industrial Area, Phase - I,
New Delhi-110020

SECRETARIAL AUDITOR

Ms. Anamika Jajoo
Practising Company Secretary

LISTED IN STOCK EXCHANGE

Bombay Stock Exchange

BANKERS

HDFC Bank Limited
Kotak Mahindra Bank Limited
ISIN NO- INE558F01026

CIN – L74140GJ1995PLC026351

WEBSITE : www.chartered.co.in

REGISTERED OFFICE

C-1, Jay Tower, Ankur Commercial Center,
Naranpura, Ahmedabad-380013

CORPORATE OFFICE

6, Chartered House, Sanand Road,
Sarkhej, Ahmedabad- 382210

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 addresses expectations or projections about the future identified by words like 'plans', 'expects', 'wills', 'anticipation', 'believe', '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 event the company can't guarantee that this are accurate or will be realized. The company's actual result, performance or achievements could thus differ from those achievements could thus differ from those projected in any forward looking statements. The company undertakes no obligation to publicly update any forward looking statements, whether as a result of new information future events or otherwise.

CONTENTS	PAGE NO.
Company Information	1
Notice	2
Director's Report	13
Report on Corporate Governance	23
Management Discussion & Analysis	40
CEO/CFO Certification	46
MGT-9 (Extract of Annual Return)	47
Auditor's Report	62
Balance Sheet	68
Profit & Loss Account	69
Cash Flow Statement	70
Notes to Accounts	71
Significant Accounting Policies	79
E-Proxy	85



NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of Chartered Logistics Ltd. will be held on Wednesday, September 28, 2016 at 11.00 A.M. at the registered office to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Financial Statements

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. Re-appointment of director(s) retiring by rotation

To appoint a Director in place of Mr. Lalit Kumar Gandhi (DIN: 00618427) who retires by rotation, and being eligible offers himself for reappointment.

3. Ratification of appointment of Statutory Auditors

To re-appoint Auditors of the company to hold office from conclusion of this Annual General Meeting to the conclusion of next annual General Meeting and to fix their remuneration and in this regard to consider and if thought pass, with or without modification(s), the following resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139(1), 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) with Rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s Vidya & Co. Chartered Accountants (Firm Registration No. 308022E), Ahmedabad be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the audit committee in consultation with auditors, and such remuneration may be paid as agreed upon between auditors and Board of Directors.

SPECIAL BUSINESS

4. Appointment of Ms. Nirzari Shah (DIN: 01946102) as Woman Director w.e.f. 6th August, 2016

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 Section 149 of the companies act, 2013, and Regulation 17 of the SEBI (Listing obligations and disclosure requirements), 2015, Ms. Nirzari Shah DIN: 01946102 who was appointed as a non – executive independent Director of the Company with effect from 16th July 2015 on the Board of the Company for a consecutive term of 5 years till 25th Annual general meeting of the Company be and is hereby designated as the women director of the company w.e.f. 6th August, 2016 , not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take steps as may be necessary, proper or expedient to give effect to above resolution.”



5. **Regularisation of Mr. Ashok Kavdia (DIN: 00054601) as a Non-Executive Independent Director**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an ordinary resolution.

“RESOLVED THAT” pursuant to the provisions of Section 149, 150, 152, 161 and any other if applicable to the provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and clause 49 of listing agreement, Mr. Ashok Kavdia (DIN No. 00054601) a non-executive independent additional director of the company whose term expires at the ensuing Annual General Meeting of the company and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for the term of five consecutive years from 21st Annual General Meeting to the conclusion of 26th Annual General Meeting”

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

6 **Revision in the remuneration of Mr. Lalit Kumar Gandhi (DIN: 00618427), Managing Director of the Company**

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

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Lalit Kumar Gandhi [DIN: 00618427.], Managing Director of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites

Salary : Rs. 1,50,000 per month w.e.f. 1st October, 2016

Perquisites : As per explanatory statement attached with the notice

Other Terms and Conditions:

1. The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
2. No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof.
3. Total Remuneration of Mr. Lalit Kumar Gandhi in any financial year shall not exceed 5% of the net profit of the Company during.



RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Revision in the remuneration of Mr. Harsh Gandhi (DIN: 03045752), Executive Director of the Company

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

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Harsh Gandhi [DIN: 03045752.], Executive Director of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites

Salary : Rs. 1,00,000 per month w.e.f. 1st October, 2016

Perquisites- As per explanatory statement attached with this notice

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

Sd/-

Place: **Ahmedabad**

Date: **01.09.2016**

**Lalit Kumar Gandhi
(Managing Director)
DIN : 00618427**



NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting
2. The Register of members and Share Transfer Books of the Company will remain close from September 22, 2016 to September 28, 2016 (both days inclusive)
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of Central Depository Securities Limited (CDSL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evoting.cdsl.com during the following voting period:

Commencement of e-voting : From 10.00 am on 25th September, 2016

End of e-voting : Up to 6.00 pm on 27th September, 2016

E-voting shall not be allowed beyond 27th September, 2016. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is 21st September, 2016.

- (b) The company has engaged the services of CDSL as the Authorized Agency to provide e-voting facilities.
- (c) The company has appointed Ms. Anamika Jajoo, Practicing Company Secretary as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2016 at 10 a.m. and ends on 27th September, 2016 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	♦ 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.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (160827031) for the relevant <Chartered logistics Limited> on which you choose to vote.
- (xii) 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.



- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for 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 Corporates.
 - ♦ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ♦ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ♦ The list of accounts linked in the login 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.



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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 to 8

ITEM NO. 4

Appointment of Ms. Nirzari Shah as woman director w.e.f. 6th August, 2016

The Board of Directors proposes the candidature of Ms. Nirzari Shah (DIN: 01946102) as a Women Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013, Ms. Nirzari Shah was appointed as a non-executive independent director on the Board of company w.e.f. 16th July, 2015 for 5 years from 20th Annual general meeting till 25th Annual general meeting. The Company has received from Ms. Nirzari Shah Consent in writing to act as Women director.

The Resolution seeks the approval of members for the appointment of Ms. Nirzari Shah as Women Director/Independent director of the Company till 25th Annual general meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Nirzari Shah proposed to be appointed, as a Women director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent.

None of the Directors, Key Managerial Personnel or their relatives, except Ms. Nirzari Shah for whom the Resolution relates, are interested or concerned in the Resolution. The Board seeks approval of the members for the appointment of Ms. Nirzari Shah as woman Independent Director of the Company till 25th Annual General Meeting pursuant to section 149 and other applicable provisions of the Act.

Hence, your Directors recommend the above resolution for approval of the Shareholders as an Ordinary Resolution.

ITEM NO. 5

Regularisation of Mr. Ashok Kavdia (DIN: 00054601) as a Non-Executive Independent Director

The Board of Directors has received a notice from the shareholder proposing the candidature of Mr. Ashok Kavdia (DIN: 00054601) as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013, Mr. Ashok Kavdia was appointed as additional non-executive independent director by the Board on 6th August, 2016 and whose term expires at this Annual General Meeting.

The Company has received from Mr. Ashok Kavdia

- (i) Consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014
- (ii) Intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013. The Resolution seeks the approval of members for the appointment of Mr. Ashok Kavdia as Independent Director of the



Company for a term of 5 consecutive years from 21st Annual general meeting till 26th Annual general meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Ashok Kavdia proposed to be appointed, as a Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder. Mr. Ashok Kavdia is a practicing Chartered Accountant and a fellow member of Institute of Chartered Accountants of India He has a vast knowledge and more than 25 years of work experience in finance, accounts, taxation, audit, project finance, corporate law, general administration, marketing in cement industry and other allied activities.

A copy of the draft letter for the appointment of Mr. Ashok Kavdia as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ashok Kavdia for whom the Resolution relates, are interested or concerned in the Resolution. The Board seeks approval of the members for the appointment of Mr. Ashok Kavdia as Independent Director of the Company for five consecutive years for a term from 21st Annual General Meeting till 26th Annual General Meeting pursuant to section 149 and other applicable provisions.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Ordinary Resolution.

TEM NO. 6

Revision in the remuneration of Mr. Lalit Kumar Gandhi Managing Director (DIN: 00618427)

Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded to revision in the remuneration of Mr. Lalit Kumar Gandhi (Din: 00618427), Managing Director of the Company, w.e.f. 1st October, 2016 on the terms and conditions including remuneration as mentioned below:

Salary: - Rs.1,50,000/-

In addition to the above, he shall be entitled to receive the following:-

1) Housing:

- a) Expenditure by the Company on hiring furnished accommodation subject to the ceiling of 60% of salary over and above 10% payable by Managing Director
- b) If the accommodation is owned by the company, 10% of the salary of Managing Director shall be deducted by the company.
- c) In case no accommodation is provided by the company, 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 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 computation of ceiling on perquisites to the extent they are, either singly or put together not taxable under the Income Tax, 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 on 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 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 Companies Act, 2013 from time to time.

None of the Directors except Mr. Lalit Kumar Gandhi and Mr. Harsh Gandhi are in any way concerned or interested in the said resolution. The board recommends the resolution set forth for the approval of Members.

ITEM NO. 7

Revision in the Remuneration to Executive Director Mr. Harsh Gandhi (Din 03045752)

Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded to revision in the remuneration of Mr. Harsh Gandhi Din: 03045752)Executive Director of the Company, w.e.f.1st October,2016 on the terms and conditions including remuneration as mentioned below:

Salary= Rs.1,00,000/- w.e.f 1st October,2016

In addition to the above, he shall be entitled to receive the following:-

Housing:

- a) Expenditure by the Company on hiring furnished accommodation subject to the ceiling of 60% of salary over and above 10% payable by Executive Director
- b) If the accommodation is owned by the company, 10% of the salary of Executive Director shall be deducted by the company.