

# **CHARTERED LOGISTICS LTD.**



**22nd  
Annual Report  
2016-17**



## Company Information

### BOARD OF DIRECTORS

Mr. Lalit Kumar Gandhi (Managing Director)  
Mr. Harsh Gandhi (Executive Director)  
Mr. Sandeep Shah (Independent Director)  
Mr. Ashok Kavdia (Independent Director)  
Mrs. Mittal Mistry (Additional Independent and Woman Director -w.e.f. 10.05.2017)

### CHIEF FINANCIAL OFFICER

Mrs. Mamta S Patel

### 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, Delhi

### SECRETARIAL AUDITOR

Ms. Anamika Jajoo  
Practicing 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](http://www.chartered.co.in)

### REGISTERED OFFICE

C-1, Jay Tower, Ankur Commercial Centre,  
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 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.

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**NOTICE**

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of Chartered Logistics Limited will be held on Thursday, September 28, 2017 at 10.00 A.M. at the registered office of the Company at C-1, Jay Tower, Ankur Commercial Centre, Naranpura, Ahmedabad – 380013 to transact the following businesses:

**ORDINARY BUSINESS**

**1. Adoption of Financial Statements**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2017, 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. Harsh Gandhi (DIN: 03045752) 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 Sections 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. Regularisation of Mrs. Mittal P. Mistry (DIN: 07811036) as a Non Executive Independent Director and Woman 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, clause 49 of listing agreement and Regulation 17 of the SEBI (Listing obligations and disclosure requirements), 2015, Mrs. Mittal P. Mistry (DIN No. 07811036) an independent director and woman 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 a Non Executive Independent Director and Woman Director of the company, not liable to retire by rotation, to hold office for the term of five consecutive years from 22nd Annual General Meeting to the conclusion of 27th 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.”

**5. To consider and approve Re-classification of Promoters of the Company**

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

**“RESOLVED THAT** in accordance with Regulation 31A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify the following persons (hereinafter individually & jointly referred to as the ‘applicants’) forming part of the Promoter Group from ‘Promoter & Promoter Group category’ to ‘Public category’:

Name of Person	No. of Equity Shares held	% of total Equity Share Capital
Mrs. Jayaben Kishorkumar Gandhi	6542000	6.59
Mrs. Santoshben Rajendrakumar Gandhi	2894000	2.91
<b>Total</b>	<b>9436000</b>	<b>9.50</b>

**RESOLVED FURTHER THAT** it is hereby confirmed that

- I. The aforesaid applicants do not hold more than 10% of paid-up equity share capital of the Company.
- ii. That the aforesaid applicants have not and will continue to not exercise direct or indirect control over the Company,
- iii. That no aforesaid applicants have been or would be appointed as key managerial personnel of the Company.
- iv. That no special right were even held and would not be ever held by the above reclassified promoters.

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI, Stock Exchanges, wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.”

**By Order of the Board**

**Sd/-**

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

**Place: Ahmedabad**  
**Date: 30.08.2017**



**NOTES :**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself 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 commencement of the meeting.
2. The Register of members and Share Transfer Books of the Company will remain close from September 22, 2017 to September 28, 2017 (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.cdsi.com](http://www.evoting.cdsi.com) during the following voting period.

Commencement of e-voting : From 10.00 a.m. on 25<sup>th</sup> September, 2017

End of e-voting : Up to 5.00 p.m. on 27<sup>th</sup> September, 2017

E-voting shall not be allowed beyond 27<sup>th</sup> September, 2017. 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 21<sup>st</sup> September, 2017.

- (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 scrutiner 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 25<sup>th</sup> September, 2017 at 10 a.m. and ends on 27<sup>th</sup> September, 2017 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 21<sup>st</sup> September, 2017 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](http://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](http://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 (170812018) 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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**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 & 5

**ITEM NO. 4**

**Regularisation of Mrs. Mittal P. Mistry (DIN: 07811036) as a Non Executive Independent Director and Woman Director**

The Board of Directors has received a notice from the shareholder proposing the candidature of Mrs. Mittal P. Mistry (DIN: 07811036) as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013, Mrs. Mittal P. Mistry was appointed as an additional non-executive independent director and woman director by the Board on 10<sup>th</sup> May, 2017 and whose term expires at this annual general meeting.

**The Company has received from Mrs. Mittal Mistry:**

- (i) Consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the (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 she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) A declaration to the effect that she 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 Mrs. Mittal Mistry as an Independent Director and Woman Director of the Company for a term of 5 consecutive years from 22<sup>nd</sup> Annual general meeting till 27<sup>th</sup> 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, Mrs. Mittal Mistry proposed to be appointed, as an Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder.

A copy of the draft letter for the appointment of Mrs. Mittal Mistry 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 Mrs. Mittal Mistry for whom the Resolution relates, are interested or concerned in the Resolution. The Board seeks approval of the members for the appointment of Mrs. Mittal Mistry as Independent Director of the Company for five consecutive years for a term from 22<sup>nd</sup> Annual General Meeting till 27<sup>th</sup> Annual general meeting pursuant to section 149 and other applicable provisions.

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



**ITEM NO. 5**

The Company had received letters from the following persons falling under the category of Promoters/Promoter Group of the Company requesting to be reclassified from the category of “Promoters/Promoter Group” to “Public Shareholder category”:

Name of Person	No. of Equity Shares held	% of total Equity Share Capital
Mrs. Jayaben Kishorkumar Gandhi	6542000	6.59
Mrs. Santoshben Rajendrakumar Gandhi	2894000	2.91
<b>Total</b>	<b>9436000</b>	<b>9.50</b>

The aforesaid persons together are holding shareholding which constitutes 9.50% of the total paid up equity capital of the Company. The aforesaid persons do not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid entities neither have representation on the Board of Directors of the Company nor hold any Key Management Personnel position in the Company.

The aforesaid persons have requested to the Company to reclassify them from being a “Promoter Shareholder” to “Public Shareholder” of the Company.

Based on the letters received from above promoters, the matter was discussed by the Board of Directors of the Company at their meeting held on 24<sup>th</sup> August, 2017 and Board decided to get the above persons re-classified from the category of “promoter” to “public” with the approval of Shareholders of the Company and Bombay Stock Exchange (BSE).

Regulation 31A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) is the main Regulation which deals with reclassification of promoter shareholding into public shareholding. It provides that the stock exchanges shall allow reclassification of the status of the promoter shareholders only if the following main conditions are satisfied:

- (i) upon receipt of a request from the concerned shareholders/promoters
- (ii) all relevant evidence
- (iii) on BSE being satisfied with the compliance of conditions mentioned in Regulation 31A

A re-classification may also be permitted by the stock exchanges under the main Listing Regulation No. 31A(2) itself read with the additional conditions specified under Regulation 31A (7) of Listing Regulation. The sum totals of conditions under the two sub-regulations are as follows:

- (i) A request for reclassification is to be made by the concerned listed entity or by the concerned promoters to stock exchange;
- (ii) All relevant evidence to be provided;
- (iii) Reclassified promoter shall not directly or indirectly exercise control over the affairs of entity;



- (iii) Increase in the level of public shareholding pursuant to re-classification of promoters shall not be considered towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and
- (iv) The event of reclassification shall be disclosed to the stock exchanges as a material event in accordance with the provisions of Listing Regulations.

All the conditions specified under Regulations 31A (2) and 31A (7) of Listing Regulation have been duly complied with by the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 5 of the Notice except to the extent of their shareholding, if any, in the Company.

The Board therefore recommends the Resolution no. 5 for approval of the members as Special Resolution.

**Place: Ahmedabad**  
**Date: 30.08.2017**

**By Order of the Board**  
**Sd/-**  
**Lalit Kumar Gandhi**  
**(Managing Director)**  
**DIN : 00618427**