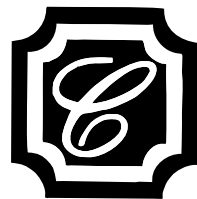


**TWENTY SEVENTH ANNUAL REPORT
2012-2013**



CHARTERED CAPITAL AND INVESTMENT LIMITED

**Registered Office : 711, Mahakant, Opp. V.S. Hospital,
Ellisbridge, Ahmedabad - 380 006**

CHARTERED CAPITAL AND INVESTMENT LIMITED

BOARD OF DIRECTORS

1. Mr. Sanatan N. Munsif	Chairman
2. Mr. A.L. Sanghvi	Vice Chairman
3. Mr. Mohib N. Khericha	Managing Director
4. Mr. Ashok Kavdia	Director
5. Mr. Deepak P. Singhvi	Director

AUDITORS

M/s Mayank Shah & Associates
Chartered Accountants
706, Mahakant Building, Opp. V. S. Hospital
Ellisbridge, Ahmedabad -380006

COMPANY SECRETARY

Manoj Kumar Ramrakhiani

BANKERS

Corporation Bank
HDFC Bank Ltd.

REGISTERED OFFICE

711, Mahakant,
Opp. V. S. Hospital, Ellisbridge,
Ahmedabad - 380 006

CIN : L45201GJ1986PLC008577

WEBSITE

www.charteredcapital.net

SHARE TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai-400078.

ISIN No : INE 953B01010

BSE Code : 511696

ASE Code : 11705

NOTICE

Notice is hereby given that 27th Annual General Meeting of the company will be held on Monday, September 30, 2013 at 11:30 a.m. at the registered office of the company at 711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad - 380006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2013 and the Profit and Loss Account for the year ended on the date and the Report of Directors and Auditors Report thereon.
2. To appoint a Director in place of Mr. Ashok Kavdia, who retires by rotation and being eligible, has offered himself for re-appointment.
3. To appoint a Director in place of Mr. Deepak P. Singhvi, who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

By order of the Board of Directors

Place : Ahmedabad
Date : August 30, 2013

Mohib N.Khericha
Managing Director

Notes

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. A proxy in order to be effective must be lodged at the registered office of the company at least 48 hours before the commencement of the meeting.**
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. Members are requested to notify immediately any change in address:
 - To their Depository Participants (DPs) in respect of the electronic share accounts; and
 - To Registrar and Share Transfer Agent of the Company in respect of their Physical share folios along with Bank particulars.
5. The register of Members and share transfer books of the company will remain closed from Monday, September 23, 2013 to Monday, September 30, 2013 (both days inclusive).
6. As per the requirement of clause 49 of the listing agreement on Corporate Governance for appointment of the retiring directors/re-appointment of retiring Directors, a statement containing details of the concerned Directors is given below.

Mr. Ashok Kavdia and Mr. Deepak P. Singhvi are retiring by rotation at the ensuing Annual General Meeting and are eligible for re-appointment. A brief resume of these Directors is mentioned below:

CHARTERED CAPITAL AND INVESTMENT LIMITED

Name of the Director	Mr. Ashok Kavdia	Mr. Deepak P. Singhvi
Date of Birth	August 11, 1962	May 16, 1966
Date of Appointment	February 28, 2003	October 18, 2006
Expertise in specific functional areas	26 years of experience in Audit & Finance relating matters, General Administration	22 years of experience with exposure in Stock broking, Merchant Banking, Project Finance, Corporate Finance, Taxing, Auditors etc.
Qualifications	FCA	B.Sc, FCA
List of outside Directorship held	Empirical Solutions Pvt. Ltd.	Shakti Share Shoppe Pvt. Ltd. Pushplate Securities Pvt. Ltd. Facts Share Shoppee Pvt. Ltd. Sangharaj Software Pvt. Ltd. D Smith Advisors Pvt. Ltd.
Chairman/member of the committee of the Board of Directors of the Company*	Audit Committee – Chairman Shareholders/Investor Grievance Committee – Chairman	Nil
Chairman/member of the committee of the Board of Directors of other Companies in which he is a director*	Nil	Nil
Shareholding in the company	Nil	Nil

* Only Audit Committee & Shareholders/Investor Grievance Committee had been considered.

7. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11.00 am to 1.00 pm. prior to the date of Annual General Meeting.
8. Members who hold shares in dematerialized form are requested to bring their Client Id and DP ID for easier identification of attendance at the AGM. The Annual Listing Fees for the year 2013-14 of all the stock exchanges on which shares of the company are listing, have been paid.
9. 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 10 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.

By order of the Board of Directors

Place : Ahmedabad
Date : August 30, 2013

Mohib N.Khericha
Managing Director

DIRECTORS' REPORT

To,
Dear Shareholders,
Chartered Capital and Investment Limited

Your Directors are pleased to present herewith the 27th Annual report together with the Annual Audited Accounts of the Company for the year ended March 31, 2013.

FINANCIAL RESULTS

The Financial results for the year ended March 31, 2013 are summarized as under:

(Rs. In Lacs)

Particulars	For the year ended	
	31/03/2013	31/03/2012
Total Income	147.58	314.73
Profit (Loss) before depreciation and taxes	35.36	215.07
Less: Depreciation	3.02	3.02
Less: Provision for taxes	11.75	49.00
Less: Deferred Tax	(0.21)	0.70
Profit (Loss) After Tax	20.80	150.31

OPERATIONS

During the year under review, gross income as well as net profit of the Company decreased to Rs.147.58 lacs & Rs.20.80 lacs respectively from Rs.314.73 & Rs.150.31 lacs respectively during the previous year. The overall dull capital market including primary market as well as the SEBI's orders prohibiting the Company and its 2 key officials from taking up any new assignment or involvement on any new issue of capital including IPO; follow-on issue etc till further directions, which were set aside by Hon'ble Securities Appellate Tribunal (SAT) vide its order dated October 25, 2012, while hearing an appeal made by us against the orders passed by SEBI, were the main reason for such downfall in the overall performance of the company.

DIVIDEND

The Board of Directors does not recommend any dividend for the year 2012-2013 with a view to reinvest the profit for the operations of the Company.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the company, Mr. Ashok Kavdia and Mr. Deepak P. Singhvi, Directors of the Company, who retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

The brief resume/detail relating to the Directors who are to be re-appointed is furnished in the Notes to the Notice of the Annual General Meeting. Members are requested to consider their re-appointment as Director of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report has been enclosed herewith vide "Annexure-A" and forms part of Director's Report.

CORPORATE GOVERNANCE

Your Company reaffirms its commitment to the standards of Corporate Governance as prescribed under Clause 49 of the Listing Agreement with the stock exchanges. A Report on Corporate Governance together with the Auditors Certificate on the same is annexed as part of the Annual Report.

Your Company has also adopted a "Code of Conduct" for its Directors and Senior Management, as prescribed under Clause 49 of the Listing Agreement.

CEO/CFO CERTIFICATION

A certificate from the Managing Director, pursuant to Clause 49(V) of the Listing Agreement has been placed before the Board at its Meeting held on August 30, 2013.

FUTURE OUTLOOK

Despite a slightly better outlook in FY 2013-14 (partly due to low base and lagged impact of rate cut by RBI), India's economic activities are unlikely to see a significant rebound. It must be emphasised that, apart from global headwinds, the main reason for the apparent decline in the trend rate of growth relative to the pre-crisis period is the emergence of significant supply bottlenecks on a variety of fronts – infrastructure, energy, minerals and labour. A strategy to increase the economy's potential by focusing on these constraints is an imperative. Although, the Government has taken some important policy reforms in late 2012, more actions are needed to improve economic sentiments otherwise, GDP growth may remain subdued for next 2-3 years at around 6%.

Apart from macro-economic factors, the industry specific scenario is also not very promising. The Merchant Banking industry in which we operate is in a very bad shape. The primary market activities have slowed down drastically partly due to lack of domestic investors in the capital market and partly due to capital outflow by the foreign investors. Performance of the share prices of the companies which floated IPO is very disappointing and has resulted in financial losses to the investors which have ultimately resulted in lack of investors in the IPO market. This has further resulted into lesser number of IPOs in the primary market during the year and the situation does not seem to improve in the near future. So, coming years are bound to be tough for the industry as well as for the company.

CHARTERED CAPITAL AND INVESTMENT LIMITED

SEBI's order in the matter of IPO of RDB Rasayans Limited and subsequent developments

Hon'ble Securities Appellate Tribunal (SAT) has, vide its order dated October 25, 2012, while hearing an appeal made by us against the orders passed by SEBI, set aside the orders of SEBI and also directed the SEBI to complete the investigation & take appropriate decision qua the appellants by December 31, 2012. Earlier SEBI vide its ex-parte ad-interim order dated December 28, 2011 in the matter of IPO of RDB Rasayans Limited for which the Company was the BRLM, has, inter alia, prohibited the Company and its 2 key officials, from taking up any new assignment or involvement on any new issue of capital including IPO, follow-on issue etc from the securities market in any manner whatsoever from the date of the Impugned Order till further directions. SEBI further confirmed the said order through their confirmatory order dated September 7, 2012. The said Orders alleged lack of due diligence on our part in the handling of an IPO assignment as a merchant banker.

Thereafter nothing was heard from SEBI till sometime back i.e. beginning of August, 2013. SEBI issued notices to our company under Regulation 25(1) of Securities and Exchange Board of India (Intermediaries) Regulations, 2008 and to its 2 key officials under rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, which were received on August 3, 2013. The said notices have been replied by the Company and its officials. We expect that SEBI will accept our submissions and absolve us from all the charges made against us.

STOCK EXCHANGES

The Company's shares are listed on Bombay Stock Exchanges Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE). The company has paid necessary listing fees of both the stock exchanges for the year 2013-2014.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. 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;
- iii. 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 frauds and other irregularities;
- iv. 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.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Particulars relating to the conservation of energy, technology absorption are not given as Companies (Disclosure of particulars in report of Board of Directors) Rules, 1988 is not applicable to the Company due to the nature of the Company's business operations, being a Merchant Banking Company. During the year under review there has been no foreign exchange earning or outgo.

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

None of the employees of the Company was in receipt of remuneration in excess of the limits prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, during the year under review.

AUDITORS AND AUDITORS' REPORT:

M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad hold office as Auditors of the Company until the conclusion of 27th Annual General Meeting and Board recommends their re-appointment till the conclusion of next Annual General Meeting. The Company has received a certificate from Auditors under Section 224(1) of the Companies Act, 1956 to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Act. The Board recommends their re-appointment for the next term.

Members are requested to consider their re-appointment as Auditors of the Company for the current year at a remuneration to be decided by the Board of Directors.

The Board has duly reviewed the Auditors Report on the Accounts. The observations appearing in the Auditors Report are self explanatory and do not call for any further explanation/clarification/comments by the Board of Directors.

ACKNOWLEDGEMENT

The Board of Directors wish to express their gratitude and appreciation for the continuous support and co-operation extended by the Banks, the Securities and Exchange Board of India, the Stock Exchanges, various Government authorities, Financial Institutions and all shareholders.

Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

For and on behalf of Board of Directors

Place : Ahmedabad
Date : August 30, 2013

Mohib N Khericha
Managing Director

A L Sanghvi
Vice chairman

MANAGEMENT DISCUSSION AND ANALYSIS**A. Industry Structure and Developments**

The company is operating in the Merchant Banking industry; therefore its performance is largely dependent on the state of the capital markets and the macroeconomic conditions, within the country and globally.

The Indian economy has seen a sustained downturn over the last two years with the result that GDP growth was merely ~5% in FY13 – slowest pace of expansion in nearly a decade. Despite such a sharp slowdown, inflation concerns have persisted with WPI inflation ruling over 7% in FY13 and CPI inflation still running close to double-digits. At the same time, Current Account Deficit (CAD) as a percentage of GDP has continued to widen in recent years and was at an all time high of ~5% in FY13. Along with this, the fiscal deficit also continued to present challenges to economy; though the Union Budget 2013-14 did try to assure greater level of discipline over fiscal deficit. High CAD and fiscal deficit together present some of the most serious challenges to bringing Indian economy back on the path of growth. Such a prolonged slowdown has been the result of a confluence of factors – lingering administrative bottlenecks and associated slowdown in project clearance, large fiscal spending, tight monetary conditions and weak external demand.

However, during second half of FY13, there was some stability in macro environment, largely as a result of a series of steps undertaken by the government such as liberalising of FDI regime in certain sectors, rationalisation of retail fuel prices and reining in of fiscal spending; although a lot more remains to be done. While the situation appeared to be improving, some recent developments on political front have once again raised concerns about Government's ability to carry forward the reform process.

CAPITAL MARKETS

FY13 bought some respite to investors, after a dismal FY12. The year started on a worrying note, owing to announcement of retrospective taxing of FIIs. However, a change of guard at Finance Ministry turned things around, with Government announcing a series of reforms like FDI in retail, diesel price hike and restructuring of SEBs etc. ECB's announcement of OMT (Outright Monetary Easing) and Fed's QE3 further added liquidity and support to markets. This resulted in India's outperformance among Emerging Markets, with FIIs pumping in ~USD 26 billion of inflows during the year. However, markets corrected in the last quarter owing to global cues and political uncertainty faced by Government. Within Capital Markets however, fresh capital raising activity continued to suffer the most with capex investment cycle grinding to a near halt. Going forward, FY14 looks like a year of improving macros, but politics could be an overhang on the markets with national elections barely a year away and corporate business confidence being low.

PUBLIC ISSUES

The IPO/FPO market in the FY13 again remained dull with very fewer companies tapping this route to garner capital and even some companies were forced to withdraw their IPOs after opening it due to lack of participation from the investors. The poor market sentiment led by deteriorating macroeconomic indicators forced companies to either postpone their IPO's or put capital requirements on hold.

The IPO/FPO (equity) market in the FY12 managed to garner Rs. 6529 crores from 33 issues (including 24 in SME Platform) in FY13 against Rs. 10482 crores from 35 issues in FY12. The public issues (debt) market in the FY13 managed to garner Rs. 15386 crores from 11 issues against Rs. 35611 crores from 20 issues in FY12. Among the major IPO of the year, Bharti Infratel raised RS. 4155 crore, PC Jewellers garnered Rs.609 Crore, CARE mopped up Rs. 540 Crore. All other IPOs were below Rs. 300 crores. The Volatility factor in the stock market has taken its toll overall with as many companies had to lego of regulatory approval for their IPOs to Lapse in FY13.

QUALIFIED INSTITUTION PLACEMENTS (QIP)

The QIP market was not that bad in the FY13. The total amount placed in FY13 from 45 issues (including 14 IPPs [Institutional Placement Programmes]) was Rs. 15996 crores against Rs. 2163 crores Collected from 16 issues in FY12.

B. Opportunities & Threats**Opportunities:**

- Healthy and sustainable economic growth rate with sound macro-economic fundamentals;
- Low penetration of financial services and products in India;
- Regulatory reforms would aid greater participation of all class of investors;
- Favorable demographics like huge middle class, larger younger population with disposable income and investible surplus, change in attitude from wealth creation and risk taking abilities of the youth etc.;
- Corporate are looking at expanding in overseas/domestic markets through merger & acquisitions and Corporate advisory Services.

CHARTERED CAPITAL AND INVESTMENT LIMITED

Threats:

- Execution Risk;
- Increased competition from local and global players operating in India;
- Regulatory Changer impacting the landscape of business;
- Unfavorable economic condition.

C. Segment-wise or Product-wise Performance

The Company is engaged primarily in Merchant Banking activities and there are no separate reportable segments as per the Accounting Standard 17.

D. Outlook

The year FY13 started on a note of optimism. However, stubborn inflation, high fiscal and Current Account Deficit, slow pace of reforms, sluggish recovery of US economy and continued Eurozone crisis soon led to the sliding of Indian GDP growth to around 5%. Renewed political uncertainty at the centre currently is continuing to cast its shadow on the return of growth. However, with inflation falling and RBI cutting rates in March 2013 and May 2013, Indian macro-economic indicators appear to have bottomed out. At the same time, RBI has indicated that scope for further rate cuts is limited as headline inflation is still above its comfort zone. It has pegged the outlook for inflation at 5.5% and GDP growth at 5.7% for FY14. Given that FY14 is likely to be a second consecutive year of sub-6% growth, the operating environment in FY14 may not be significantly different from that of FY13, as macro-headwinds will take some time to abate.

With the long-term India growth story intact, we are confident of garnering our share when the growth reappears. Regulatory framework is also being re-worked which, we expect, will help to boost up the economy as well as the capital market.

E. Risk Management

It is our constant endeavour to ensure that every risk we take has been thoroughly assessed, and that all risks are concomitant with their potential return. We have worked to strengthen our enterprise wide risk management processes and practices through our risk philosophy, whose core lies in the identification, measurement, monitoring and action along with the development of risk mitigation plans.

Our risk management process is overseen by the Board of Directors. Our risk management approach and practices continued to focus on minimizing the adverse impact of risks on our business objectives and to enable the Company to leverage market opportunities based on risk-return parity. Our periodic assessment and monitoring of business risk and regulatory environment resulted in timely deployment of appropriate mitigation measures.

F. Internal Control Systems & Their Adequacy

The company's internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of company assets. The internal control systems lay down the policies, authorization and approval procedures. The adequacy of the internal control systems has been reported by the auditors under the Companies (Auditor's Report) Order, 2003.

G. Discussion on Financial Performance

During the year under review, gross income as well as net profit of the Company decreased to Rs.147.58 lacs & Rs.20.80 lacs respectively from Rs.314.73 & Rs.150.31 lacs respectively during the previous year. The overall dull capital market including primary market as well as the SEBI's orders prohibiting the Company and its 2 key officials from taking up any new assignment or involvement on any new issue of capital including IPO; follow-on issue etc till further directions, which were set aside by Hon'ble Securities Appellate Tribunal (SAT) vide its order dated October 25, 2012, while hearing an appeal made by us against the orders passed by SEBI, were the main reason for such downfall in the overall performance of the company.

H. Material Development in Human Resources / Industrial Relations Front, Including Number of People Employed

There has been no material development on the Human Resource / Industrial Relations front during the year. Employee relations at all levels continue to remain cordial. The Company had 9 employees as on March 31, 2013.

CAUTIONARY STATEMENT

Statements in this Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic developments in the country and improvement in the state of capital markets, changes in the Government regulations, tax laws and other status and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

Company's Philosophy on Corporate Governance

Sound Corporate Governance is a key driver of sustainable corporate growth and long-term value creation for the shareholders and protection of their interests. It is about promoting corporate transparency, accountability and it is an effective tool for ensuring and maintaining integrity of the management. Good corporate governance practices have always been an integral part of your company's philosophy and it is committed to achieving and maintaining the highest standard of corporate governance. Corporate Governance practices have to not only deal with the growing size of the business but also the increase in complexities of the organisation structure that supports such aggressive growth. In India, Corporate Governance standards for listed companies are regulated by the Securities & Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement with the Stock Exchanges. Good corporate governance is an ongoing process for two reasons: to protect shareholders interest and to ensure that no shareholder benefits at the expense of others and the Board of Directors remain committed towards this goal.

A detailed Compliance Report in this regard is given below:

1. Company's Policy

The company perceives good corporate governance practices as an effective means for attaining higher corporate growth and long term shareholder value creation. The company firmly believes that its system and actions must be devoted for enhancing corporate performance and maximizing shareholder value in the long run. Our company treats the system of corporate governance not as a mere structure but as a way of corporate life.

2. Board of Directors

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors which includes independent professionals. As on date, the Board of Directors of the company comprises of 5 Directors.

Name	Category/ Designation	No. of outside Directorship and Committee membership/ Chairmanship				Inter se relationship between Directors
		Directorship [#]		Committee membership /Chairmanship [*]		
		Public Company	Private Company	Membership	Chairmanship	
Mr. Sanatan N. Munsif	Non Executive Independent Director & Chairman	Nil	Nil	Nil	Nil	Nil
Mr. A. L. Sanghvi	PromoterDirector, Non Executive Director & Vice Chairman	Nil	1	Nil	Nil	Nil
Mr. Mohib N. Khericha	Promoter Director, Managing Director	5	9	2	3	Nil
Mr. Deepak P. Singhvi	Non Executive Independent Director	Nil	5	Nil	Nil	Nil
Mr. Ashok Kavdia	Non Executive Independent Director	Nil	1	Nil	Nil	Nil

* Only Audit Committee and Shareholders/Investor Grievance Committee of public limited companies have been considered.

[#] Directorship of Directors does not include directorship in any foreign company.

The attendance of the Directors of the company at the Board Meetings is as follows:

Director	No. of Meetings		Last AGM attended
	Held	Attended	
Mr. Sanatan Munsif	13	5	No
Mr. A.L.Sanghvi	13	13	Yes
Mr. Mohib N. Khericha	13	13	Yes
Mr. Ashok Kavdia	13	13	Yes
Mr. Deepak Singhvi	13	4	No

CHARTERED CAPITAL AND INVESTMENT LIMITED

The Board of Directors met 13 times during the year on the following dates:

May 30, 2012, June 28, 2012, June 29, 2012, July 30, 2012, August 09, 2012, August 28, 2012, September 15, 2012, October 31, 2012, November 08, 2012, December 10, 2012, December 27, 2012, February 02, 2013 and March 20, 2013

The Company placed before the Board various information including those specified under Annexure IA of the Listing Agreement, as applicable from time to time.

Board Procedure

The annual calendar of Board Meetings is agreed upon at the beginning of the year. The agenda is circulated in advance to the Board Members. The items in the agenda are backed by the comprehensive background information to enable the Board to take appropriate decisions.

3. Code of Conduct

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective codes have been made by the Directors and Senior Management of the Company.

DECLARATION

As provided under Clause 49 1D of the Listing Agreement of the stock exchanges, All Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the company for the year ended March 31, 2013.

For, Chartered Capital And Investment Limited

Mohib N. Khericha

Managing Director

Place : Ahmedabad

Date : August 30, 2013

4. Audit Committee

Terms of Reference

1. To review the adequacy of internal control systems and internal Audit Reports and their compliance thereof.
2. To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. To recommend the appointment of auditors and fixation of audit fees.
4. To review the financial statements before submission to the Board.

Composition of Audit committee

The Audit Committee of the company has been constituted with three directors, Viz.,

1. Mr. Ashok Kavadia - Chairman
2. Mr. A L Sanghvi - Member
3. Mr. Sanatan N Munsif - Member

The committee met 4 times during the year i.e. May 30, 2012, August 09, 2012, November 08, 2012, and February 02, 2013 and the attendances of members of the committee were as follows:

Member	No. of Meetings	
	Held	Attended
Mr. Ashok Kavadia	4	4
Mr. A L Sanghvi	4	4
Mr. Sanatan .N. Munsif	4	4

5. Remuneration Committee

The terms of reference of the Remuneration Committee, inter alia, consist of reviewing the overall compensation policy, service agreements and other employment conditions of Executive Director(s). The recommendation of the Remuneration Committee are considered and approved by the Board of Directors, subject to the approval of the shareholders.

The composition of the Remuneration Committee is:

- a) Mr. Sanatan N. Munsif - Chairman
- b) Mr. Ashok Kavdia - Member
- c) Mr. A.L. Sanghvi - Member