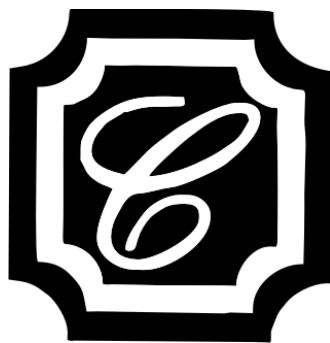


**THIRTY SECOND ANNUAL REPORT  
2017-2018**



**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          |
| 6. Mrs. Sofia M Khericha | Director          |

### **AUDITORS**

M/s F P & Associates  
Chartered Accountants

### **CHIEF FINANCIAL OFFICER**

Javedmehdi S. Saiyed

### **COMPANY SECRETARY**

Manoj Kumar Ramrakhiani

### **BANKERS**

Corporation Bank  
HDFC Bank Ltd.

### **REGISTERED OFFICE**

711, Mahakant,  
Opp. V S Hospital, Ellisbridge,  
Ahmedabad- 380006

### **CIN**

L45201GJ1986PLC008577

### **WEBSITE**

[www.charteredcapital.net](http://www.charteredcapital.net)

### **SHARE TRANSFER AGENT**

Link Intime India Private Limited  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai – 400 083,

**ISIN No.** : INE 953B01010

**BSE Code** : 511696

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**NOTICE**

Notice is hereby given that 32<sup>nd</sup> Annual General Meeting of the company will be held on Saturday, September 29, 2018 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, 2018 and the Profit and Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. A.L. Sanghvi (DIN: 00010733), who retires by rotation and being eligible, has offered himself for re-appointment.
3. Modification to the resolution related to the appointment of Statutory Auditors passed by the Shareholders of the Company at their 31<sup>st</sup> Annual General Meeting held on September 29, 2017:

To consider and if thought fit, pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the amendment to the Section 139 of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors M/s F P & Associates, Chartered Accountants, (Firm Registration No: 0143262W) Ahmedabad, at every Annual General Meeting, from the resolution passed at the shareholders' meeting held on September 29, 2017."

**SPECIAL BUSINESS**

4. To re-appoint Mr. Mohib N Khericha (DIN : 00010365) as a Managing Director for a period of 5 years and approve the payment of remuneration for a period of 3 years and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mohib N Khericha (DIN : 00010365) as the Managing Director of the Company for a further period of 5 (five) years with effect from April 1, 2019 upto March 31, 2024, on terms and conditions including remuneration for a period of 3 (three) years with effect from April 1, 2019 upto March 31, 2022 as mentioned in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the power conferred by this Resolution) to alter and vary the terms and conditions of the said re-appointment and/or remuneration, subject to same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of 3 (three) years with effect from April 1, 2019 upto March 31, 2022, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Mohib N Khericha as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution."

**By order of the Board of Directors**

Place : Ahmedabad

Date : August 29, 2018

**Registered Office:**

711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad- 380006

CIN : L45201GJ1986PLC008577

Email : info@charteredcapital.net, investors@charteredcapital.net

Website : www.charteredcapital.net

Phone : 079-2657 5337, 2657 7571, Fax: 079-2657 5731

**Mohib N. Khericha**  
**Managing Director**

## CHARTERED CAPITAL AND INVESTMENT LIMITED

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### 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, duly completed and signed, at least 48 hours before the commencement of the meeting.**

**A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**

2. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
3. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the meeting is annexed hereto.
6. The Register of Members and Share Transfer Books of the company will remain closed from Friday, September 21, 2018 to, Saturday, September 29, 2018 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
7. **Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically, on all proposed resolutions set forth in this Notice, in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force). For this purpose, the Company has availed the services of Central Depository Services (India) Limited (CDSL) for e-voting facility ("remote e-voting"). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the following provisions.

Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. September 22, 2018, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. September 22, 2018, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.

The remote e-voting will commence on Wednesday, September 26, 2018 at 9:00 a.m. and will end on Friday, September 28, 2018 at 5:00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut off date i.e. September 22, 2018, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. September 22, 2018.

The procedure and instructions for shareholders for remote e-voting are, as follows:

- (i) The voting period begins on Wednesday, September 26, 2018 at 9:00 a.m. and will end on Friday, September 28, 2018 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 (record date) of September 22, 2018 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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 for the Company Chartered Capital And Investment 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 use Mobile app - "m - Voting" for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (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 Corporates.
  - 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, 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 contact Mr. Rakesh Dalvi, Manager, Address: 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013, Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and Phone number: 1800225533.
8. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting

## CHARTERED CAPITAL AND INVESTMENT LIMITED

who have not already casted their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already casted their vote by remote e-voting prior to the Meeting, may also attend the meeting, but shall not be entitled to cast their vote again at the meeting venue.

9. The Board of Directors has appointed Mr. D.A. Rupawala, Proprietor D.A. Rupawala & Associates, Practicing Chartered Accountants as a Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
10. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
11. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.chartercapital.net and on the website of CDSL i.e. www.cdslindia.com immediately after the result are declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.
13. Members/ proxies should bring attendance slip, duly filled in, for attending the meeting and submit the same to the entrance of venue of the AGM.
14. Members/ proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting.
15. Members are requested to notify immediately any change in address, email ids, Bank account details etc :
  - To their Depository Participants (DPs) in respect of the electronic share accounts; and
  - To Share Transfer Agent of the Company in respect of their Physical share folios along with Bank particulars.
16. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), details including the profile of Director seeking re-appointment due to retirement by rotation and that of MD seeking approval of his re-appointment and payment of remuneration, is given below.

<b>Name of the Director</b>	Mr. A. L. Sanghvi	Mr. Mohib N. Khericha
<b>Date of Birth / Age</b>	January 21, 1948 / 70 Years	August 04, 1952 / 66 Years
<b>Date of First Appointment</b>	January 11, 2005 <sup>#</sup>	March 21, 1986
<b>Expertise in specific functional areas</b>	A Chartered Accountant active in professional practice for over 45 years. He has established himself as a well known Chartered Accountant in Ahmedabad. His activities includes corporate finance, advising on Taxation and other allied matters. He was Chairman of Finance, Economy and Banking committee of Gujarat Chamber of Commerce & Industry. He has been on the Board of Bank of Baroda for the period September 2001 to October, 2005	A Chartered Accountant who was in active practice for over 27 years, in the area of Capital structuring, Restructuring, Financial Management and Loan syndication etc. before venturing into Merchant Banking activities in the year 1994. Mr. Khericha is also advisor to various companies on financial matters. He is also on Board of various Public Limited Companies. He is having wide contacts/relations with brokers, underwriters, NRIs and High Networth Investors and also has wide experience in marketing the issue effectively and getting accurate feedback during the IPO. He has been Chairman of the Capital Market committee of the Gujarat Chambers of Commerce and Industry during the year 2003-04.
<b>Qualifications</b>	FCA	FCA

<b>Name of the Director</b>	Mr. A. L. Sanghvi	Mr. Mohib N. Khericha
<b>List of outside Directorship/ Partnership in LLP held</b>	Realtime Corporate Services Pvt. Ltd.	Mazda Ltd. TD Power Systems Ltd. Photoquip (India) Ltd. Kirloskar Power Build Gears Ltd. Vijay Farms Pvt. Ltd. Vimraj Enterprises Pvt. Ltd. Laburnum Chemicals Pvt. Ltd. Ravindu Motors Pvt. Ltd. DF Power Systems Pvt. Ltd. Sri Vijayadurga Investments And Agencies Pvt. Ltd. Vijayajyothi Investments And Agencies Pvt. Ltd. Vijay Kirti Investments And Agencies Pvt. Ltd. Abhiman Trading Company Pvt. Ltd. Saphire Finman Services LLP Techno Office Space LLP
<b>Chairman/member of the committee of the Board of Directors of the Company*</b>	Member of Audit Committee, Member of Stakeholder Relationship Committee	Member of Stakeholders Relationship Committee
<b>Chairman/member of the committee of the Board of Directors of other Companies in which he is a director*</b>	None	<u>TD Power Systems Ltd</u> Audit Committee-Member Stakeholders Relationship Committee -Chairman <u>Mazda Limited</u> Audit Committee – Chairman <u>Photoquip (India) Limited</u> Audit Committee – Chairman Stakeholders Relationship Committee – Chairman
<b>Shareholding in the company</b>	50,000 Equity Shares (1.66%)	19,69,352 Equity Shares (65.39%)
<b>No of meetings attended in FY 2017-18</b>	6	6
<b>Relationships, if any, between directors</b>	None	Husband of Mrs. Sofia M. Khericha, a Director of the Company.

# Mr. A. L. Sanghvi was also Director of the Company for the period March 31, 1986 to September 6, 2001.

\* Only Audit Committee & Stakeholders Relationship Committee had been considered.

18. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.
19. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.

#### 21. Depository System

The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.



## **CHARTERED CAPITAL AND INVESTMENT LIMITED**

22. All documents referred to in the 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.
23. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
24. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant
25. 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 2018-2019 of the stock exchange on which shares of the company are listing, have been paid.
26. 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.
27. The Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. [www.charteredcapital.net](http://www.charteredcapital.net). Members are requested to bring their copy of Annual Report at the meeting.
28. A route map showing directions to reach the venue of the 32<sup>nd</sup> AGM is annexed herewith. The prominent landmark for the venue is, it is opposite to "VS Hospital" and Near "Corporation Bank, MJ Library Branch".

**By order of the Board of Directors**

Place : Ahmedabad  
Date : August 29, 2018

**Mohib N. Khericha**  
**Managing Director**

**Registered Office:**

711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad- 380006  
CIN : L45201GJ1986PLC008577  
Email : [info@charteredcapital.net](mailto:info@charteredcapital.net), [investors@charteredcapital.net](mailto:investors@charteredcapital.net)  
Website : [www.charteredcapital.net](http://www.charteredcapital.net)  
Phone : 079-2657 5337, 2657 7571, Fax: 079-2657 5731

### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 4**

The members of the company had approved, vide their resolution passed at the 28<sup>th</sup> Annual General Meeting (AGM) of the company held on September 30, 2014 re-appointment of Mr. Mohib N. Khericha, as Managing Director of the company for a period of 5 years with effect from April 1, 2014 upto March 31, 2019 and payment of remuneration by way of salary, perquisites and allowances to him for a period of 3 years with effect from April 1, 2014 upto March 31, 2017. This was done as per provisions of Part II of the Schedule V of the Companies Act, 2013. Thereafter the board of directors at their meeting held on August 24, 2016 approved payment of remuneration to Mr. Mohib N. Khericha on same terms and conditions of remuneration, for the remaining period of 2 (two) years of his then existing term as Managing Director of the Company, with effect from April 1, 2017 upto March 31, 2019.

So, the term of office of Mr. Mohib N Khericha as Managing Director is upto March 31, 2019. Accordingly, the Board of Directors at its meeting held on August 29, 2018 has approved the re-appointment of Mr. Mohib N Khericha as the Managing Director of the Company for a further period of 5 (five) years with effect from April 1, 2019 upto March 31, 2024, subject to the approval of the members in the General Meeting and approval of Central Government, if applicable, on the terms and conditions as to the re-appointment and payment of remuneration by way of salary, perquisites and allowances for the period of 3 years with effect from April 1, 2019 upto March 31, 2022 as mentioned below and more particularly described in the draft Agreement to be entered into between the Company and Mr. Mohib N Khericha.

The terms of re-appointment and payment of remuneration have been recommended / approved by the Nomination and Remuneration Committee in its meeting held on August 29, 2018.

Mr. Mohib N Khericha is a promoter director and has been associated with the Company since its inception and he is looking after day to day affairs of the Company. He has vast experience in Merchant Banking industry. Considering the above, your Directors are of the opinion that it is in the interest of the Company to re-appoint him as a Managing Director of the Company and payment of remuneration.

The terms and conditions of reappointment and remuneration for his re-appointment as Managing Director set out in the draft Agreement, a copy whereof duly initialed by the Chairman is placed at the meeting for the purpose of identification and is subject to the approval of Members of the Company.



The main terms and conditions of re-appointment including remuneration of Mr. Mohib N Khericha as the Managing Director as set out in the draft agreement, subject to the limits prescribed in Part II of Schedule V of the Companies Act, 2013, placed before the Meeting are as follows:

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Mohib N Khericha are as under:

**(a) Term/Period of re-appointment:**

Mr. Mohib N Khericha is re-appointed as the Managing Director of the Company for a further period of 5 (five) years with effect from April 1, 2019 upto March 31, 2024.

**(b) Salary, Perquisites and Allowances:**

Period of Remuneration: 3 (three) years with effect from April 1, 2019 to March 31, 2022.

Name and Designation	Rupees Per Month	
	Basic Salary	Perquisites & allowances
Mr. Mohib N Khericha, Managing Director	₹1,00,000	₹50,000

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, medical insurance and other perquisites and / or allowances. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income-tax law, and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income-tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

Provision of car for use on Company's business (i.e. payment / re-imbursement of running expenses of car) and telephone at residence (including payment for local calls and long distance official calls) will not be considered as perquisites and shall not be included in the computation of perquisites and allowances for the purpose of calculating the above ceiling. However, personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Mohib N Khericha as a Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and other allowances as specified above as minimum remuneration subject to the limits set out in Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

**(c) Reimbursement of Expenses:**

Reimbursement of expenses incurred for travelling, boarding and lodging including for his spouse and attendant(s) during business trips; provision of car for use on the Company's business and telephone expenses at residence shall be reimbursed and not considered as perquisites.

**(d) General:**

- (i) Period of Agreement and Re-appointment: 5(five) years with effect from April 1, 2019 to March 31, 2024.
- (ii) Period of Remuneration: 3 (three) years with effect from April 1, 2019 to March 31, 2022.
- (iii) The office of Managing Director may be terminated by the Company or the Managing Director by giving the other 3 (three) months' prior notice in writing.
- (iv) The Managing Director shall, subject to the supervision, direction and control of the Board of Directors of the Company, manage the business and affairs of the Company.
- (v) The terms and conditions of re-appointment and payment of salary, perquisites & allowances specified herein above may be enhanced, enlarged, widened, altered or varied from time to time by Nomination and Remuneration Committee and the Board of Directors as they may in their discretion, deem fit, within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act, 2013 and in conformity with any amendments to the relevant provisions of the Companies Act and / or the rules and regulations made thereunder from time to time in future and / or such guidelines as may be announced by the Central Government from time to time.
- (vi) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Section 166 of the Companies Act, 2013 with regard to duties of Directors.
- (vii) The Managing Director shall not be liable to retire by rotation.
- (viii) For all other terms and conditions not specifically spelt out above, the Rules and Orders of the Company shall apply.

## CHARTERED CAPITAL AND INVESTMENT LIMITED

- (e) A Statement as per requirement of Schedule V is given to the Shareholders containing following information of the Company and Mr. Mohib N Khericha:-

### I. GENERAL INFORMATION:

#### (1) Nature of industry

The Company is engaged in the financial services sector and more particularly in Merchant Banking activities, which includes Issue Management, Underwriting of Issues, open offer under Takeover regulation, Buy back of shares, delisting & qualified institutions placement and other related non-funding activities.

The Company obtained Category I Merchant Banker in 1994 and continues to be registered with SEBI as Category I Merchant Banker since then.

#### (2) Date of commencement of commercial production

As Company is in the service industry, this para is not applicable to the Company. However, Company is holding Merchant Banking registration from SEBI since April 1994.

#### (3) In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus

Company is not a new company and therefore this para is not applicable.

#### (4) Financial performance based on given indicators

Following is the financial performance of the Company for last 3 years:

Financial Year	Total Revenue (Rs.)	Profit Before Tax (Rs.)	Net Profit after Tax (Rs.)
2015-2016	3,27,24,276	1,98,47,214	1,56,77,775
2016-2017*	3,88,21,741	2,69,11,762	2,35,26,569
2017-2018	2,35,26,467	1,22,88,090	1,05,97,213

\* Previous Year's figures have been regrouped, reclassified wherever considered necessary.

#### (5) Foreign investments or collaborators, if any.

The Company does not have any foreign investment or collaborator.

### II. INFORMATION ABOUT THE APPOINTEE:

#### (1) Background details:

Name : Mr. Mohib N Khericha

Designation : Managing Director

Age : 66 Years

Experience : 39 Years

Mr. Mohib N Khericha is a Chartered Accountant who was in active practice for over 25 years, in the area of Capital structuring, Restructuring, Financial Management and Loan syndication etc. before venturing into Merchant Banking activities in the year 1994. Mr. Khericha is also advisor to various companies on financial matters. He is also on Board of various Public Limited Companies. He is having wide contacts/relations with brokers, underwriters, NRIs and High Networth Investors and also has wide experience in marketing the issue effectively and getting accurate feedback during the IPO. He has been Chairman of the Capital Market committee of the Gujarat Chambers of Commerce and Industry during the year 2003-04.

#### (2) Past Remuneration:

The details of managerial remuneration paid to Mr. Mohib N Khericha, Managing Director of the Company during the previous financial year ended on March 31, 2018, are as under:

Particulars		Amount (Rs.)
Basic Salary	:	9,60,000
Perquisites/ Allowances	:	4,80,000
Contribution to PF	:	21,600
<b>Total</b>	<b>:</b>	<b>14,61,600</b>

#### (3) Recognition or awards:

Mr. Mohib N Khericha is on Board of various Public Limited Companies including TD Power Systems Limited which has a market capitalization of more than ₹400 crores. He is having wide contacts/relations with brokers, underwriters, NRIs and High Networth Investors and also has wide experience in marketing the