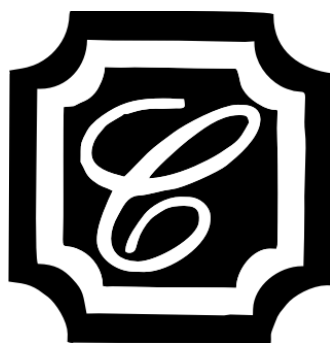


**THIRTY THIRD ANNUAL REPORT
2018-2019**



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 (till June 18, 2019) |
| 2. Mr. A. L. Sanghvi | Vice Chairman |
| 3. Mr. Mohib N. Khericha | Managing Director |
| 4. Mr. Ashok Kavdia | Director/Chairman (w.e.f. July 12, 2019) |
| 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

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

NOTICE

Notice is hereby given that 33rd Annual General Meeting of the company will be held on Monday, September 30, 2019 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, 2019 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 Mrs. Sofia M Khericha (DIN: 02695360), who retires by rotation and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS

3. To re-appoint Mr. Ashok Kavdia (DIN: 00054601) as an Independent Director of the Company for a second term of 5 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 in accordance with the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or reenactment thereof for the time being in force of the Companies Act, 2013) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any amendment thereto or modification thereof and in pursuance to the recommendation of Nomination and Remuneration committee, Mr. Ashok Kavdia (DIN: 00054601) Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and who is eligible for reappointment to hold office for a second term of five years, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years that will began from the conclusion of the 33rd Annual General Meeting and will end upon conclusion of 38th Annual General Meeting of the Company to be held in the calendar year 2024, on such remuneration by way of sitting fees, other permissible fees plus out of pocket expenses, as approved by the Board of Directors and whose office shall not be liable to retire by rotation.

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.

4. To re-appoint Mr. Deepak P. Singhvi (DIN: 00433635) as an Independent Director of the Company for a second term of 5 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 in accordance with the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or reenactment thereof for the time being in force of the Companies Act, 2013) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof and in pursuance to the recommendation of Nomination and Remuneration committee, Mr. Deepak P. Singhvi (DIN: 00433635) Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and who is eligible for reappointment to hold office for a second term of five years, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years that will began from the conclusion of the 33rd Annual General Meeting and will end upon conclusion of 38th Annual General Meeting of the Company to be held in the calendar year 2024, on such remuneration by way of sitting fees, other permissible fees plus out of pocket expenses, as approved by the Board of Directors and whose office shall not be liable to retire by rotation.

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 28, 2019

Mohib N. Khericha
Managing Director

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

CHARTERED CAPITAL AND INVESTMENT LIMITED

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. 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.
5. Brief profile of Mrs. Sofia M Khericha who retires by rotation and being eligible, offers herself for reappointment pursuant to the provisions of Section 152 of the Companies Act, 2013 is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Brief profile of Mr. Ashok Kavdia and Mr. Deepak P Singhvi who are proposed to be re-appointed as Independent Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. 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.
8. The Register of Members and Share Transfer Books of the company will remain closed from Tuesday, September 24, 2019 to, Monday, September 30, 2019 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

9. **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 Link Intime India Private Limited (LI IPL) 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 23, 2019, 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. Monday, September 23, 2019, 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 Friday, September 27, 2019 at 9:00 a.m. and will end on Sunday, September 29, 2019 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. Monday, September 23, 2019, 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 LI IPL 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 23, 2019.

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

Instructions for shareholders to vote electronically:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.

2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID.
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

CHARTERED CAPITAL AND INVESTMENT LIMITED

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
 9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
 10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
 11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- ❖ **General Guidelines for shareholders:**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - Any person, who acquires shares of the Company and became member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2019, may refer the Instavote e-voting instructions and generate their own Password.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
10. For any sort of query or information including e-voting, the shareholders may also contact Mr. Manoj Kumar Ramrakhyani, Company Secretary at the registered office address of the Company or write an email to info@charteredcapital.net or call him at Tel: 079- 2657 5337, 2657 7571.
 11. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting 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.
 12. 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.
 13. 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 through Poll Paper for all those Members who are present but have not casted their vote electronically using the remote e-voting facility.
 14. 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.
 15. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.charteredcapital.net and on the website of LIPL i.e. <https://instavote.linkintime.co.in> 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.
 16. 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.
 17. Members/ proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting.
 18. 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.
 19. **To support the "Green Initiative" 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.**

20. Information as Required under regulation 36(3) SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 & Secretarial Standard on General Meetings (SS-2) in respect of Directors being Appointed/Re-appointed:

Name of the Director	Mrs. Sofia M Khericha	Mr. Ashok Kavdia	Mr. Deepak P. Singhvi
Date of Birth / Age	November 13, 1957 /61 years	August 11, 1962 / 57 years	May 16, 1966 / 53 years
Qualifications	B.A. (English Literature) Honours, L.L.B.	FCA	B.Sc., FCA
Date of First Appointment	September 30, 2014	February 28, 2003	October 18, 2006
Nature of Expertise in specific functional areas	Over 16 years of experience in the field of banking, Airline industry and Retail Garment sector.	A Chartered Accountant having 32 years of experience in Audit, Finance, General Administration, other allied activities and trading of cement etc.	A Chartered Accountant with an experience of 28 years in Project Finance, Audit, Finance, Taxation, stock broking, Merchant Banking & other allied activities.
List of outside Directorship	Listed None Unlisted Laburnum Chemicals Private Limited	Listed Chartered Logistics Limited Unlisted UMA converter Limited Empirical Solutions Private Limited	Listed None Unlisted Shakti Share Shoppe Private Limited Facts Share Shoppe Private Limited Abhimanu Exports Limited (w.e.f. 29.05.2019) D Smith Advisors Private Limited
Chairmanship/Membership of Committees held in other Listed companies*	None	<u>Chartered Logistics Limited</u> Member of Audit Committee and Stakeholder Relationship Committee	None
Chairman/member of the committee of the Board of Directors of our Company*	None	Chairman of Audit Committee And Stakeholder Relationship Committee	None@
Shareholding in the company	129000 Equity Shares (4.28%)	Nil	Nil
No of meetings attended in FY 2018-2019	7	7	1
Relationships, if any, between directors	Wife of Mr. Mohib N Khericha, Managing Director of the Company.	Not related to any director or KMP.	Not related to any director or KMP.
Terms & Conditions of the appointment	Liable to retire by rotation	5 Years	5 Years

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

@ W.e.f. July 12, 2019, Mr. Deepak P Singhvi has been appointed as Member of the Audit Committee of the Company.

21. 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.
22. 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.
23. 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.

CHARTERED CAPITAL AND INVESTMENT LIMITED

24. Securities and Exchange Board of India ("SEBI") has mandated that, with effect from April 1, 2019, the transfer of securities of all listed entities would be carried out in dematerialized form only. Accordingly, Shareholders who continue to hold shares in physical form are advised to get the same in dematerialized form.
25. **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.
26. 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.
27. 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
28. 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.
29. The Annual Listing Fees for the year 2019- 2020 of the stock exchange on which shares of the company are listed, has been paid.
30. 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.
31. Pursuant to the provisions of Section 101 of Companies Act, 2013 read with the relevant Rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its Members. Accordingly, the Annual Report of the Company for the year 2018-19, Notice of the 33rd AGM and instructions for e-voting along with Attendance slip and Proxy form, are being sent by electronic mode to those members who have registered their e-mail addresses with their DPs and made available to the Company by the Depositories, unless a member has requested for a physical copy of the documents. For members who have not registered their e- mail address, physical copies of the above documents are being sent by permitted mode. However, in case a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio Number as the case may be to info@charteredcapital.net, investors@charteredcapital.net/rnt.helpdesk@linkintime.co.in. Accordingly the Company shall update its database by incorporating/updating the designated e-mail addresses in its record
32. The Annual Report of the Company for the year 2018-19, circulated to the Members of the Company, is available on the Company's website viz. www.charteredcapital.net. Members are requested to bring their copy of Annual Report at the meeting.
33. A route map showing directions to reach the venue of the 33rd 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 28, 2019

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

STATEMENT SETTING OUT MATERIAL FACTS (EXPLANATORY STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 3 AND 4 OF THE NOTICE

Mr. Ashok Kavdia and Mr. Deepak P Singhvi were appointed as independent directors of the company vide resolutions passed at 28th Annual General meeting of the Company to hold office for 5 consecutive years for a term upto the conclusion of this 33rd Annual General Meeting of the Company in the calendar year 2019.

Pursuant to the recommendation of Nomination and Remuneration Committee of the Board, It is proposed to re-appoint Mr. Ashok Kavdia and Mr. Deepak P Singhvi as Independent Directors of the Company, for a second term of five years that will begin from the conclusion of this 33rd Annual General Meeting and will end upon conclusion of 38th Annual General Meeting of the Company to be held in the calendar year 2024, in terms of the provisions of section 149(10) & 152 read with Schedule IV and any other applicable provisions of the Act, rules and the Listing Regulations.

Both of them are not disqualified from being appointed as Directors of the Company in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Independent Directors. The Company has also received declarations from both of them that they meet with the conditions as prescribed under Section 149(6) of the Act and Listing Regulations.

In the opinion of the Board Mr. Ashok Kavdia and Mr. Deepak P Singhvi fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Ashok Kavdia and Mr. Deepak P Singhvi are independent of the management of the Company.

Brief resume of Mr. Ashok Kavdia and Mr. Deepak P Singhvi, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Listing Regulations, are provided in the Notes to the Notice of the Annual General Meeting. Each of them possess appropriate skills, experience and knowledge, inter alia, in the field of finance and keeping in view their vast experience and knowledge, it will be in the interest of the Company to have them as an Independent Director on the Board of the Company.

None of Mr. Ashok Kavdia and Mr. Deepak P Singhvi holds any share in the Company.

Copy of the draft letters for respective re-appointments of Mr. Ashok Kavdia and Mr. Deepak P Singhvi as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Except Mr. Ashok Kavdia and Mr. Deepak P Singhvi, being the appointees who are interested in the resolution for their respective appointment, none of the Directors and Key Managerial personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 and 4 of the Notice. Relatives of Mr. Ashok Kavdia and Mr. Deepak P Singhvi respectively, may also be deemed to be interested in the resolutions set out respectively at Item no. 3 and 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends the Special Resolutions set out at Item No. 3 and 4 of the Notice for approval by the shareholders.

By order of the Board of Directors

Place : Ahmedabad

Date : August 28, 2019

Registered Office:

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

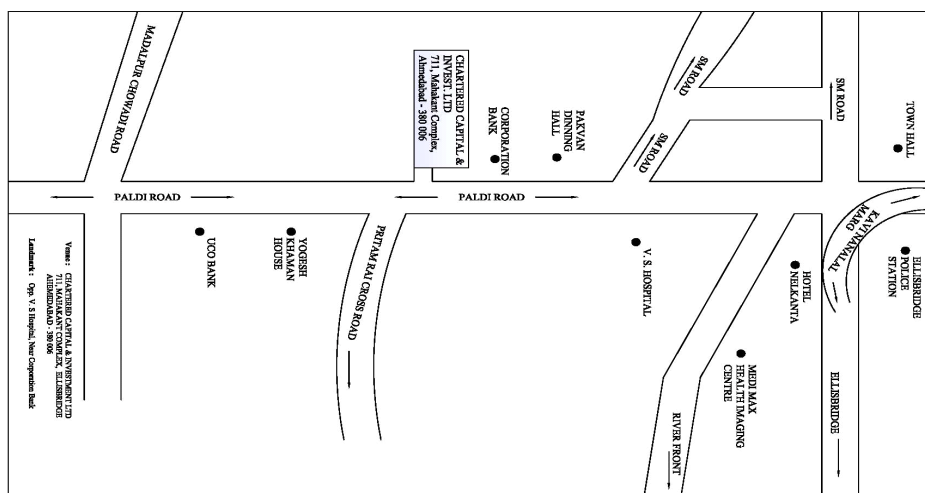
CIN : L45201GJ1986PLC008577

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

Route map for the venue of the Annual General Meeting

CHARTERED CAPITAL AND INVESTMENT LIMITED

DIRECTORS' REPORT

To,
Dear Shareholders of
Chartered Capital and Investment Limited

Your Directors are pleased to present herewith the 33rd Annual report along with the Audited Annual Accounts of the Company for the year ended March 31, 2019.

FINANCIAL RESULTS

The Financial Results for the year ended March 31, 2019 are summarized as under:

(₹ In Lacs)

Particulars	For the year ended*	
	31/03/2019	31/03/2018
Total Income	205.69	235.26
Profit (Loss) before depreciation and taxes	77.05	126.80
Less: Depreciation	3.92	3.92
Less: Tax Expenses	15.11	16.91
Profit (Loss) After Tax	58.02	105.97

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

OPERATIONS

During the year under review, the total income of the Company decreased to Rs.205.69 lacs from Rs. 235.26 lacs during the previous year. The profit after tax also decreased from Rs.105.97 lacs during the previous year to Rs.58.02 lacs during the current year mainly due to reduction in other operating income (i.e. income on non-current investment) from Rs. 63.16 lacs during the previous year to Rs.36.59 lacs during the current year and reduction in other income (i.e. interest income) from Rs.103.98 lacs during the previous year to Rs.83.20 lacs during the current year. Although there was an overall improvement in the capital market there was a decrease in the total income and profit after tax of the company which directors expect to improve in the coming years.

CHANGES IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the year under review. The company is mainly engaged in the providing merchant banking services to its clients. In addition, income also arises from the sale of investment made by the company.

SHARE CAPITAL

During the year under review, the company has not increased its paid up capital. The paid up equity share capital of the company as on March 31, 2019 is Rs.3,01,16,000. During the year under review, the company has neither issued shares with differential voting rights nor granted employee stock options or sweat equity.

TRANSFER TO RESERVE

No amount was transferred to or from General Reserve or Securities Premium Account during the year under review. Entire profit of the company for the year under review was transferred to Profit & Loss Account of the Company.

DIVIDEND

The Board of Directors of your company, after considering holistically the relevant circumstances and, has decided that it would be prudent, not to recommend any Dividend for the year under review, with a view to reinvest the profit for the operations of the Company.

DIRECTORS

Constitution of the Board

The Board of Directors of the Company is constituted in compliance with the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has a balanced board with optimum combination of Executive, Non-Executive and Woman Directors which includes independent professionals. As on March 31, 2019, the Board of Directors of the company comprised of 6 Directors. Their details as on March 31, 2019 are as under: