



# Chartered Capital And Investment Limited

Regd. Office : 711, Mahakant, Opp. V.S. Hospital, Ellisbridge, Ahmedabad-380 006. Tel. : 079 - 2657 5337 / 2657 7571 / 2657 8029  
Fax : 079 - 2657 5731, E-mail : info@charteredcapital.net, Website : www.charteredcapital.net, CIN : L45201GJ1986PLC008577.

CCIL/SE/2016  
September 29, 2016

**Through BSE listing centre online portal**

To,  
**BSE Limited**  
Dalal Street  
P J Tower, Fort,  
Mumbai-400001

Dear Sirs,

**Ref: Company Code No. 511696**  
**Sub: Submission of Annual Report of the Company in terms of Regulation 34 of SEBI (LODR) Regulations**

In accordance with the Regulation 34 of SEBI (LODR) Regulations, 2015, we are submitting herewith the soft copy of the Annual Report of the Company for the financial year 2015-16 in pdf format. The same has been approved/adopted by the shareholders of the Company in the Annual General Meeting of the Company held on September 27, 2016.

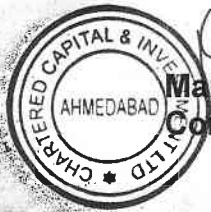
Please take the same on your record.

Thanking You,

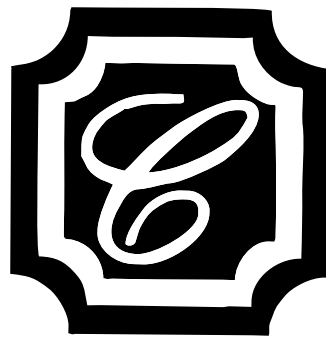
Yours Sincerely,  
For Chartered Capital And Investment Limited

  
**Manoj Kumar Ramrakhyani**  
Company Secretary

Encl: As above



**THIRTIETH ANNUAL REPORT  
2015-2016**



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

### **CHIEF FINANCIAL OFFICER**

Javed S. Saiyed

### **COMPANY SECRETARY**

Manoj Kumar Ramrakhyani

### **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-13, Pannalal Silk Mills Compound  
LBS Marg, Bhandup West,  
Mumbai-400078

**ISIN No.** : INE 953B01010

**BSE Code** : 511696

**NOTICE**

Notice is hereby given that 30<sup>th</sup> Annual General Meeting of the company will be held on Tuesday, September 27, 2016 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, 2016 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. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 139 and all other applicable provisions 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), the retiring statutory auditors, M/s Mayank Shah & Associates, Chartered Accountants (Firm Registration No.106109W), be and are hereby re-appointed as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors".

**SPECIAL BUSINESS**

4. To approve the payment of remuneration to Mr. Mohib N. Khericha (DIN : 00010365), Managing Director of the company for the remaining period of 2 years of his existing tenure as Managing Director of the Company 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 197 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) and in terms of approval of the members by way of the resolution passed at the 28th Annual General Meeting held on September 30, 2014 for reappointment and payment of remuneration of Mr. Mohib N. Khericha (DIN : 00010365) as the Managing Director of the company, where he was reappointed for a period of 5 (Five) years with effect from April 1, 2014 upto March 31, 2019 and payment of remuneration for a period of 3 (three) years with effect from April 1, 2014 upto March 31, 2017, approval of the members of the company be and is hereby accorded for payment of remuneration on same terms and conditions of remuneration as applicable to the period April 1, 2014 upto March 31, 2017, for the remaining period of 2 (two) years of his existing term as Managing Director of the Company, with effect from April 1, 2017 upto March 31, 2019 as mentioned in the Explanatory Statement annexed to the Notice convening this meeting and more particularly set out in the draft supplemental agreement to be entered into by the Company with Mr. Mohib N. Khericha and placed before this meeting, duly initialed by the Chairman for the purpose of identification and draft of which is hereby specifically approved, 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 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 2 (two) years with effect from April 1, 2017 upto March 31, 2019, the remuneration mentioned in the Explanatory Statement hereunder and in the above stated draft supplemental agreement 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 24, 2016

**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

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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 Wednesday, September 21, 2016 to, Tuesday, September 27, 2016 (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 20, 2016, 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 20, 2016, 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 23, 2016 at 9:00 a.m. and will end on Monday, September 26, 2016 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 20, 2016, 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 20, 2016.

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

- (i) The voting period begins on Friday, September 23, 2016 at 9:00 a.m. and ends on Monday, September 26, 2016 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 20, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
- For CDSL : 16 digits beneficiary ID,
  - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - 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 relevant 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 cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

## CHARTERED CAPITAL AND INVESTMENT LIMITED

- (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. Mehboob Lakhani, Assistant Manager, Address: Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001, Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and Phone number: 18002005533.
8. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast 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.charteredcapital.net](http://www.charteredcapital.net) and on the website of CDSL i.e. [www.cdslindia.com](http://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 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 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 / 68 Years	August 04, 1952 / 64 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 43 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 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.

Qualifications	FCA	FCA
<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
<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	<b>TD Power Systems Ltd</b> Audit Committee-Member Stakeholders Relationship Committee - Chairman <b>Mazda Limited</b> Audit Committee – Chairman <b>Photoquip (India) Limited</b> Audit Committee – Chairman Stakeholders Relationship Committee – Chairman
<b>Shareholding in the company</b>	50,000 Equity Shares (1.66%)	18,30,102 Equity Shares (60.77%)
<b>No of meetings attended in FY 2015-16</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. 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.

21. 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.
22. 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.
23. 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
24. 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 2016-2017 of the stock exchange on which shares of the company are listing, have been paid.



## **CHARTERED CAPITAL AND INVESTMENT LIMITED**

25. 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.
26. The Annual Report of the Company for the year 2015-16, 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.
27. A route map showing directions to reach the venue of the 30<sup>th</sup> AGM is annexed herewith. The prominent landmark for the venue is, it is opposite to "V.S. Hospital" and Near "Corporation Bank, MJ Library Branch".

**By order of the Board of Directors**

Place : Ahmedabad  
Date : August 24, 2016

**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. Accordingly, 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 as applicable to the period April 1, 2014 upto March 31, 2017, for the remaining period of 2 (two) years of his existing term as Managing Director of the Company, with effect from April 1, 2017 upto March 31, 2019 as specified in the draft supplemental agreement to be executed between him and the company, copy of which (which has been duly approved by the Board) will be placed before the meeting and is subject to the approval of the shareholders and Central Government, if applicable.

The payment of remuneration has been recommended /approved by the Nomination and Remuneration Committee in its meeting held on August 24, 2016.

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 continue the payment of remuneration to him as a Managing Director of the Company.

The Terms and conditions payment of remuneration as set out in the draft supplemental agreement, a copy whereof is 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 remuneration of Mr. Mohib N. Khericha as the Managing director of the company, as set out in the draft supplemental 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 remuneration payable to Mr. Mohib N. Khericha are as under:

**(a) Term/Period of payment of remuneration:**

April 1, 2017 to March 31, 2019

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

Period of Remuneration: Remaining period of 2 (two) Years of his existing term as MD of the Company, with effect from April 1, 2017 upto March 31, 2019.

Name and Designation	Rupees Per Month	
	Basic Salary	Perquisites & allowances
Mr. Mohib N. Khericha, Managing Director	Rs.80,000	Rs.40,000

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 utilization 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-imbursment 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 remaining period of 2 year of existing tenure of Mr. Mohib N. Khericha as a Managing Director (i.e. from April 1, 2017 upto March 31, 2019), 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 supplemental Agreement for payment of remuneration: 2 (two) years with effect from April 1, 2017 to March 31, 2019.
- (ii) Period of payment of Remuneration: 2 (two) years with effect from April 1, 2017 to March 31, 2019.
- (iii) The terms and conditions of 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.
- (iv) For all other terms and conditions not specifically spelt out above, the Rules and Orders of the Company shall apply.
- (v) All other terms and condition applicable to appointment of Mr. Mohib N Khericha as Managing Director of the Company and payment of remuneration in terms of resolution passed by members at its AGM held on September 30, 2014, shall continue to be applicable unless otherwise specifically altered/modified hereinabove.

**(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.)
2013-2014	2,26,40,843	1,13,29,890	97,01,701
2014-2015	3,13,57,585	1,25,38,535	71,10,789
2015-2016	3,27,24,276	1,98,47,214	1,56,77,775

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

The Company does not have any foreign investment or collaborator.

## CHARTERED CAPITAL AND INVESTMENT LIMITED

### II. INFORMATION ABOUT THE APPOINTEE:

#### (1) Background details:

Name : Mr. Mohib N. Khericha  
Designation : Managing Director  
Age : 64 Years  
Experience : 36 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, 2016, 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>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 Rs.1000 crores. He is having wide contacts/relations with brokers, underwriters, NRIs and High Net worth Investors and also has wide experience in marketing the issue effectively and getting accurate feedback during the IPO. Mr. Mohib N. Khericha is also advisor to various companies on financial matters. Mr. Mohib N. Khericha has been Chairman of the Capital Market committee of the Gujarat Chambers of Commerce and Industry during the year 2003-04.

#### (4) Job profile and his suitability

Mr. Mohib N. Khericha has been associated with the Company since its inception and is Managing Director of the Company since 1994. 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. Mohib N. 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. Looking to his vast and rich experience in the industry, he is most suitable for the position of Managing Director of the Company.

#### (5) Remuneration proposed

It is proposed to pay the remuneration to Mr. Mohib N. Khericha as above for a period of 2 years from April 01, 2017 to March 31, 2019. The remuneration proposed to be paid to Mr. Mohib N Khericha is same which he had been receiving since April 1, 2014 and no change/revision is proposed in the remuneration.

#### (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

The proposed remuneration to be paid to Mr. Mohib N. Khericha is adequate and at par with the industry scale and size of the Company and experience of the appointee.

#### (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Apart from being a Managing Director of the Company and receiving managerial remuneration, Mr. Mohib N. Khericha is a promoter holding 18,30,102 Equity Shares representing 60.77% of the paid up capital of the company in his individual capacity. Apart of this, his wife Mrs. Sofia M. Khericha also holds 1,29,000 Equity Shares representing 4.28% of the paid up capital of the company.

### III. OTHER INFORMATION:

#### (1) Reasons of loss or inadequate profits

Due to overall slowdown in the primary market conditions in the capital market. However, currently there is no loss or inadequate profit in the company and the approval under Section II of Part II of Schedule V of Companies Act, 2013 is being taken as a precautionary measure only.

**(2) Steps taken or proposed to be taken for improvement**

The Company is planning to increase the profitability through various initiatives in other merchant banking related activities till the time overall market condition improves.

**(3) Expected increase in productivity and profits in measurable terms**

Due to the aforesaid steps, the Company expects a significant increase in productivity and profits of the Company in next financial years.

**IV. DISCLOSURES:**

Necessary disclosures have been made in the "Report on Corporate Governance" in the Annual Report of the Company.

Mr. Mohib N Khericha satisfies conditions set out under Section 196(3) of the Companies Act, 2013 for continuing as Managing Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of payment of remuneration to Mr. Mohib N Khericha under Section 190 of the Companies Act, 2013.

A brief resume of Mr. Mohib N Khericha, nature of his expertise in specific functional areas, names of companies in which he hold directorship and membership / chairmanship of Board Committees and relationships between directors *inter-se*, as stipulated under SEBI (LODR ) Regulations, Companies Act and SS-2, is provided in the Notes to the Notice convening this Meeting.

Mr. Mohib N Khericha is interested in the resolution set out at Item No.4 of the Notice, which pertain to remuneration payable to him. Mrs. Sofia M Khericha, a Director on the Board being his wife is also interested in the resolution set out at Item No.4. Relatives of Mr. Mohib N Khericha may also be deemed to be interested in the resolution set out at Item no. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial personnel of the Company and their relatives are, in any way, concerned or interested in the Resolution.

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

**By order of the Board of Directors**

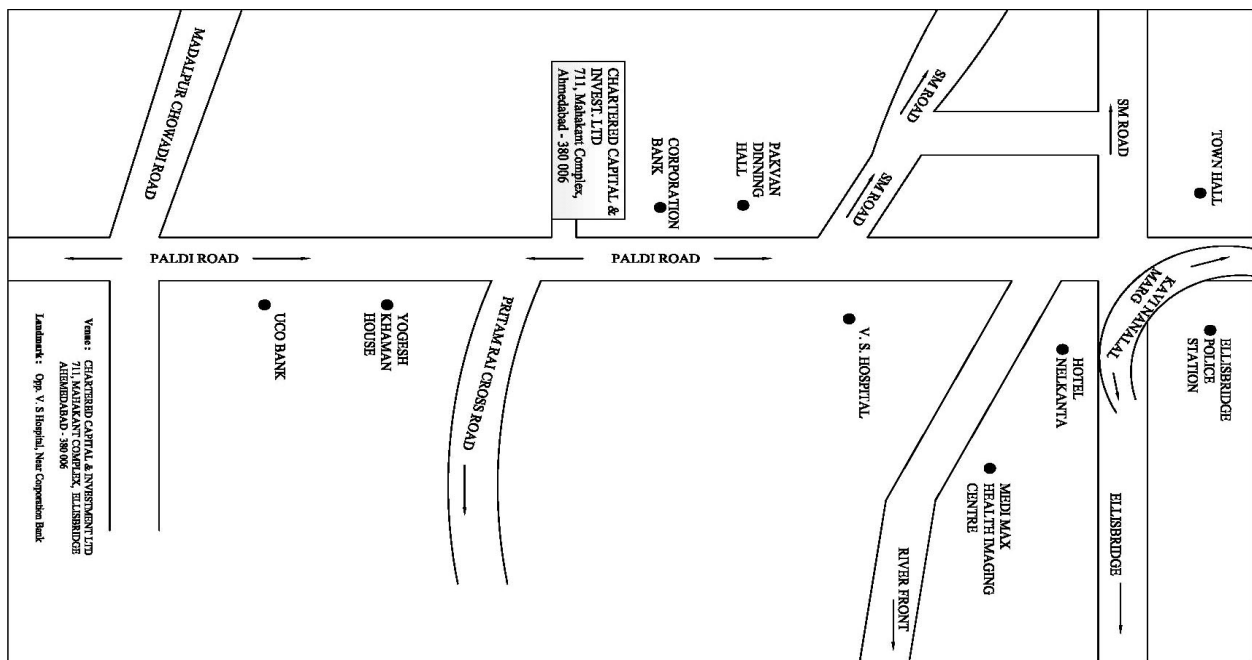
Place : Ahmedabad  
Date : August 24, 2016

**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

**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 30<sup>th</sup> Annual report together with the Annual Audited Accounts of the Company for the year ended March 31, 2016.

#### FINANCIAL RESULTS

The Financial results for the year ended March 31, 2016 are summarized as under:

Particulars	(Rs. In Lacs)	
	For the year ended	
	31/03/2016	31/03/2015
Total Income	327.24	313.58
Profit (Loss) before depreciation and taxes	204.00	131.07
Less: Depreciation	5.53	5.69
Less: Tax Expenses	41.69	54.28
Profit (Loss) After Tax	156.78	71.11

#### OPERATIONS

During the year under review, the gross total income of the Company increased to Rs.327.24 lacs from Rs.313.58 lacs during the previous year. The profit after tax also increased from Rs.71.11 lacs during the previous year to Rs.156.78 lacs mainly due to profit on sale of investment. In addition, the overall improvement in the capital market was the main reason for increase in the total income of the company which directors expect to continue in the coming years also.

#### 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.

#### 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 does not recommend any dividend for the year 2015-2016 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, 2016, the Board of Directors of the company comprises of 6 Directors. Their details as on March 31, 2016 are as under:

Name	Category/ Designation	No. of outside Directorship and Committee Membership/ Chairmanship				Inter se relationship between Directors
		Directorship <sup>#</sup>		Committee Membership /Chairmanship <sup>*</sup>		
		Public Company	Private Company	Membership	Chairmanship	
Mr. Sanatan N. Munsif	Independent Director & Chairman	Nil	Nil	Nil	Nil	Nil
Mr. A. L. Sanghvi	Promoter Director, Non Executive Director & Vice Chairman	Nil	1	Nil	Nil	Nil
Mr. Mohib N. Khericha	Promoter Director, Managing Director	4	9	2	3	Husband of Mrs. Sofia M Khericha
Mrs. Sofia M Khericha	Promoter Director, Non Executive Woman Director	Nil	1	Nil	Nil	Wife of Mr. Mohib N Khericha
Mr. Deepak P. Singhvi	Independent Director	Nil	6	Nil	Nil	Nil
Mr. Ashok Kavdia@	Independent Director	Nil	1	Nil	Nil	Nil

\* Only Audit Committee and Stakeholders Relationship Committee of public limited listed companies have been considered.

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

@ Mr. Ashok Kavdia has been appointed as Independent Director of Chartered Logistics Limited w.e.f. August 6, 2016. He has also been appointed as Member of Audit Committee and Stakeholders Relationship Committee of Chartered Logistics Limited w.e.f. August 6, 2016.

#### **Appointment/Re-appointment of Directors**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the company, Mr. A.L Sanghvi, Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. Accordingly, consent of the members is being sought for re-appointment of Mr. A. L. Sanghvi as a director liable to retire by rotation.

#### **Payment of remuneration to Managing Director**

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. Accordingly, consent of the members is being sought for payment of the remuneration to him for the remaining period of his tenure as Managing Director of the Company i.e. for the period from April 1, 2017 upto March 31, 2019.

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, brief resume of the Director, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se of Director seeking re-appointment due to retirement by rotation and that of MD seeking approval of his remuneration, is provided in the Notes to the Notice of the Annual General Meeting.

#### **Changes in Directors and Key Managerial Personnel**

During the year under review, shareholders of the company at their previous Annual General Meeting approved the re-appointment of Mrs. Sofia M. Khericha, who was liable to retire by rotation and had offered herself for re-appointment.

Mr. A.L. Sanghvi, Director of the company retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for reappointment.

#### **Board evaluation**

A formal evaluation mechanism is in place for evaluation the performance of the Board, committees thereof, individual directors and the Chairman of the Board.

## **CHARTERED CAPITAL AND INVESTMENT LIMITED**

The evaluation of board is carried out annually as per the provisions of the Companies Act, 2013, rules thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Performance evaluation of each Director is based on the criteria as laid down from time to time by the Nomination and Remuneration Committee.

Criteria for performance evaluation includes aspects such as attendance for the meetings, participation and independence during the meetings, interaction with Management, Role and accountability to the Board, knowledge and proficiency and any other factors as may be decided by the Nomination and Remuneration Committee. Further, performance evaluation of an Executive Director is done based on business achievements of the company.

The independent directors have also met separately on February 12, 2016.

### **Remuneration Policy**

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for the selection and appointment of directors, KMP & senior management personnel and their remuneration. The requisite detail as required under section 178(3) and (4) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as "Annexure-A".

### **Number of meetings of the Board**

The Board of Directors met 6 times during the year. The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Director	No. of Board Meetings		Last AGM attended
	Held	Attended	
Mr. Sanatan Munsif	6	4	No
Mr. A.L.Sanghvi	6	6	Yes
Mr. Mohib N. Khericha	6	6	Yes
Mr. Ashok Kavdia	6	6	Yes
Mr. Deepak Singhvi	6	2	No
Mrs. Sofia M Khericha	6	5	No

### **Declaration by Independent Directors**

All the Independent Directors of the company have furnished declarations that they comply the conditions of being Independent as per Section 149(6) & (7) of the Companies Act, 2013.

### **MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report has been enclosed herewith as "Annexure-B" and forms part of Director's Report.

### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 as required under section 92(3) of the Companies Act, 2013 is attached as "Annexure - C".

### **CORPORATE GOVERNANCE**

Please note that the provisions of Corporate Governance as specified in Regulations 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not mandatorily applicable to the "Companies having paid up equity share capital not exceeding Rs.10 Crores and net worth not exceeding Rs.25 Crores, as on the last day of the previous financial year". As on March 31, 2016, the paid up equity share capital and net worth of our company was Rs.3.01 Crores and Rs.23.96 Crores respectively and therefore the provisions of above stated Regulations of SEBI (LODR) Regulations relating to the Corporate Governance are not mandatorily applicable to our company.

Even though the provisions of Corporate Governance are not mandatorily applicable to our Company, to ensure good governance and accountability towards the stakeholders of the company, we are attaching a separate report on Corporate Governance in the annual report marked as "Annexure-D" to the Director's Report.

### **CEO/CFO CERTIFICATION**

As mentioned above, though the provisions of Corporate Governance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not mandatorily applicable to the Company, however company has voluntarily complied with the provisions relating to CEO/CFO certificate and a certificate from the Managing Director and Chief Financial Officer, Pursuant to Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the board at its meeting held on August 24, 2016 and has been disclosed in the Corporate Governance Report forming part of Annual Report.

**SEBI'S ORDER IN THE MATTER OF IPO OF RDB RASAYANS LIMITED**

SEBI has vide its order dated May 13, 2015, in respect of Chartered Capital And Investment Limited in the matter of IPO of RDB Rasayans Limited, disposed off the matter without any further direction in the matter.

Our Company had filed an appeal against SEBI order May 13, 2015 with Hon'ble Securities Appellate Tribunal (SAT) for directing SEBI to remove remarks made against the Company. Hon'ble SAT, vide its order dated July 14, 2016, disposed of the appeal as infructuous. This was because the Company has already undergone restraint / prohibition under the ex-parte ad-interim order dated December 28, 2011 for a period of nine months. The said SEBI Order dated December 28, 2011 was set aside by Hon'ble SAT, vide its order dated October 25, 2012, while hearing an appeal made by the Company.

**STOCK EXCHANGES**

The Company's shares are presently listed on BSE Limited. The company has paid necessary listing fees of BSE for the year 2016-2017.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

As per section 134(3) of the Companies Act, 2013, the Directors 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;
- 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 as at March 31, 2016 and of the profit of the company for the year ended on that date;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts on a going concern basis;
- v) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**REPORTING OF FRAUD BY AUDITORS OF THE COMPANY**

There are no incidence of fraud reported by the auditors as required under section 143 (12) of the Companies Act, 2013.

**REPORTS BY AUDITORS****Statutory Auditor**

M/s Mayank Shah & Associates, Chartered Accountants (Firm Registration No. 106109W) were re-appointed as statutory auditor of the Company in the last Annual General Meeting of the Company held on September 30, 2015, to hold office from last AGM upto the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board.

There are no qualifications, reservations or adverse remarks or disclaimers made by the auditors in their report on the financial statements of the company for the financial year ended March 31, 2016. The notes on the Financial Statements referred to in the Auditors Reports are self-explanatory and do not call for any comments or explanations.

**Secretarial Auditor**

Pursuant to Section 204 of the Companies Act, 2013 Secretarial Audit Report for the financial year ended on March 31, 2016 given by M/s Nahidakhtar Vhora & Company, Practicing Company Secretaries is attached as "Annexure-E". The Secretarial Auditor Report are self-explanatory and do not call for any comments or explanations.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013**

Particulars of loans and guarantee given and the investments made by the company as at March 31, 2016 are forming part of financial statements.

**STATE OF THE COMPANY'S AFFAIR**

During the year under review, the gross total income of the Company increased to Rs.327.24 lacs from Rs.313.58 lacs during the previous year. The profit after tax also increased from Rs.71.11 lacs during the previous year to Rs.156.78 lacs mainly due to profit on sale of investment. In addition, the overall improvement in the capital market was the main reason for increase in the total income of the company which directors expect to continue in the coming years also.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.



## **CHARTERED CAPITAL AND INVESTMENT LIMITED**

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

#### **A. Conservation of energy**

- (a) **the steps taken or impact on conservation of energy:** As the operations of the Company are not energy intensive, the same is not applicable. However, adequate measures have been initiated for conservation of energy.
- (b) **the steps taken by the company for utilizing alternate sources of energy:** Though the operations of the Company are not energy intensive, the company shall explore the alternate sources of energy as and when necessity arises.
- (c) **the capital investment on energy conservation equipments:** Nil

#### **B. Technology absorption-**

- (a) **The efforts made towards technology absorption:** The operations of the company are of a nature where no major technology is used and therefore same is not applicable.
- (b) **The benefits derived like product improvement, cost reduction, product development or import substitution:** Not Applicable
- (c) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) :** Not Applicable
  - i. the details of technology imported;
  - ii. the year of import;
  - iii. whether the technology been fully absorbed;
  - iv. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (d) **The expenditure incurred on Research and Development :** Nil/ Not Applicable

#### **C. Foreign exchange earnings and Outgo-**

There was no inflow or outflow of foreign exchange during the year under review.

### **RISK MANAGEMENT POLICY**

The organization is in the process of strengthening its Risk Management framework with an endeavour to enhance the control environment via risk mitigation and reducing the impact of risks concerning the business of the company within the acceptable levels. It has been carried out in a phased manner wherein due emphasis is being given on identification, assessment and mitigation thereof through economic control of those risks that endanger to the assets and business of the Company.

To achieve the aforesaid objectives, the Board of Directors of your company has framed the Risk Management policy to identify, assess and mitigate the risk associated with the Business of the Company.

### **CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR)**

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, are not applicable to the Company as it doesn't fall in any of the criteria under section 135(1) of the Companies Act, 2013.

### **PARTICULARS OF REMUNERATION OF MANAGERIAL PERSONNEL AND RELATED DISCLOSURES**

The ratio of remuneration of each director to the median employee's remuneration and other details in terms of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014 forms part of this report and is attached as "Annexure-F".

None of the employees of the Company was in receipt of remuneration in excess of the limits prescribed under rule 5(2) & 5(3) of the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014, during the year under review. Accordingly, no such disclosure is required to be made.

### **POLICY FOR PREVENTION OF SEXUAL HARASSMENT**

The Company has framed a policy on prevention of sexual harassment of women staff at workplace. No case was reported during the year under review under the policy.

### **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Company has formulated a vigil mechanism through Whistle Blower Policy dealing with the instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct. The details of the policy is explained in the Corporate Governance Report and also posted on the website of the Company.

### **AUDIT COMMITTEE**

The detail of the Audit Committee including its composition and terms of reference is mentioned in the Corporate Governance Report forming part of the Directors' Report.

The Board, during the year under review, had accepted all recommendations made to it by the Audit Committee.

**INTERNAL CONTROL SYSTEMS**

The Company maintains adequate and effective Internal Control System commensurate with its size and nature of business. Company believe that internal control system provide, among other things, a reasonable assurance that transactions are executed with management authorization and that they are recorded in all material respects to permit preparations of financial statements in conformity with established accounting principles and that the asset of the company are adequately safeguarded against significant misuse or loss.

Some significant features of the Internal Control Systems are:

- Implementation and control of all transactions including finance, requisitions, quality and costing;
- Internal audits are conducted by external auditors and they audit all aspects of business;
- Extensive Audit programme and periodic review by Management and Audit Committee.

The Audit Committee closely interacts with and guides management and alongwith statutory auditors and internal auditors' reviews significant findings and follows up thereon.

**RELATED PARTY TRANSACTIONS**

There is no related party transaction during the year under review, except the remuneration paid to KMPs of the Company and write off of amount invested in Shabina Enterprises. Related party transactions policy is available on website of the company.

The details of related parties transaction for the financial year 2015-16 is given in note 24 to the financial statement of the Company.

**DEPOSITS**

During the year Company has not accepted any fixed deposits. As on March 31, 2016, there are no fixed deposits with the Company.

**SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS**

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

**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 Exchange, 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.

**CAUTIONARY NOTE**

The statements forming part of the Directors' Report may contain certain forward looking remarks within the meaning of applicable security laws and regulations. The actual results, performance, achievements of the company may be materially different from any future results, performance or achievements that may be expressed or implied by such forward looking statements.

**For and on behalf of Board of Directors**

Place : Ahmedabad  
Date : August 24, 2016

**Mohib N Khericha**  
*Managing Director*

**A L Sanghvi**  
*Vice Chairman*

## CHARTERED CAPITAL AND INVESTMENT LIMITED

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### ANNEXURE – A NOMINATION & REMUNERATION POLICY

#### Introduction:

This policy applies to the Board of directors, Key Managerial Personnel and Senior Management Personnel of Chartered Capital And Investment Limited. ( "The Company" ).

The policy envisages framework for nomination, remuneration and evaluation of Board of Directors, Key Managerial Personnel and Senior Management Personnel in adherence to the requirement of section 178 of the Companies Act, 2013, Clause 49 of the Listing Agreement and in line with the company philosophy toward nurturing its human resource.

The Company has a Remuneration Committee of the Board, consisting of three Non Executive Directors, pursuant to requirements of the Companies Act, 2013 and Listing Agreements with the Stock Exchanges. In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board in their meeting held on August 14, 2014 reconstituted the "Remuneration Committee" to "Nomination and Remuneration Committee".

#### 1. Definitions:

**"Board"** means the Board of Directors of the company.

**"Independent Director"** means a director referred to in Section 149(6) of the Companies Act, 2013.

**"Key Managerial Personnel ('KMP')"** means

- (i) Chief Executive Officer or the Managing Director or the Manager;
- (ii) Whole-time Director;
- (iii) Chief Financial Officer;
- (iv) Company Secretary; and
- (v) Such other officers as may be prescribed under the act from time to time.

**"Nomination and Remuneration Committee"** ("Committee") means the Committee of the Board constituted or re-constituted from time to time under the provisions of Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013.

**"Senior Management Personnel ('SMP')"** means a company employee who is member of its core management team excluding Board of Directors and are one level below the executive directors, including functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them herein.

#### 2. Appointment and removal of Director, KMP and SMP

##### 2.1. Criteria for appointment of Director, KMP and SMP

The Committee shall consider the following factors for identifying the person who are qualified to becoming Director and who can be appointed as KMP or SMP:

- 2.1.1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or as KMP or SMP and recommend to the Board his/ her appointment
- 2.1.2. A Person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- 2.1.3. An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
- 2.1.4. The Company may appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years subject to the approval of shareholders by passing a special resolution. The explanatory statement annexed to the notice for such motion indicating the justification for appointing such person.
- 2.1.5. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP / SMP shall not be disqualified under the Companies Act, 2013, rules made there under, or any other enactment for the time being in force.

2.1.6. The Director/Independent Director/KMP/SMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, or under listing agreement or any other enactment for the time being in force.

2.1.7. Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and / or as specified in Clause 49(II) (B) of the listing agreement.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate(s).

## **2.2. CRITERIA FOR DETERMINING POSITIVE ATTRIBUTES & INDEPENDENCE OF DIRECTORS**

### **Criteria for determining positive attributes:**

The Committee shall consider the following factors for determining positive attributes of directors (including independent directors):

2.2.1. Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.

2.2.2. Actively update their knowledge and skills with the latest developments in the financial services industry, market conditions and applicable legal provisions.

2.2.3. Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.

2.2.4. To assist in bringing independent judgment to bear on the Board's deliberations especially in issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

2.2.5. Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

2.2.6. To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

### **Criteria for determining Independence:**

The Independent Director shall qualify the criteria of independence mentioned in Section 149(6) of the Companies Act, 2013 and rules related thereto and in Clause 49(II) (B) of the listing agreement.

## **3. Board Diversity**

The Board shall have an optimum composition of Directors comprising of experts from the different fields as may be decided by the Committee from time to time.

## **4. Remuneration of Managing Director/Whole-Time Directors:**

The terms and conditions of appointment and remuneration payable to Managing Director and Whole-Time Directors shall be recommended by the Nomination and Remuneration Committee to the board subject to the overall limits provided under the Companies Act, 2013 and rules made thereunder including any modifications and re-enactments thereto which shall be subject to approval by the shareholders at next Annual General Meeting of the company, if required and by the Central Government in case such appointment is at variance to the conditions specified schedule V of the Companies Act, 2013. Approval of the central government is not necessary if the appointment is made in accordance with the condition specified in schedule V to the act.

As per the provision of Companies Act, 2013, the Company may appoint a person as its Managing Director or Manager, Whole-Time Director for a term not exceeding five years at a time.

The executive directors may be paid remuneration either by way of a monthly payment or at a specified percentage of net profits of the company or partly by one way and partly by other. The Board may approve payment of commission on the profits of the company subject to the overall limits provided into the act.

The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, etc. shall be decided and approved by the board on the recommendation of the committee and shall be within the overall remuneration approved by the share holders and Central Government, wherever required.

## **CHARTERED CAPITAL AND INVESTMENT LIMITED**

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While recommending the remuneration payable to managing or whole time director, the committee shall inter alia; have regard to the following matters:

- Financial and operating performance of the company
- Relationship between remuneration and performance
- Industry/ sector trends for the remuneration paid to executive directors

### **5. Remuneration to Non Executive / Independent Director:**

The Non Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof and are eligible for reimbursement of expenses for participation in board and other meetings.

Based on recommendation of committee, the board may decide the sitting fees payable to Non-executive directors provided that such fees shall not exceed the maximum permissible limit under the Companies act, 2013.

### **6. Nomination and Remuneration of KMP & SMP:**

The Executive management of a company is responsible for the day to day management of a company. The Companies Act, 2013 has used the term “Key Managerial Personnel” to define the executive management.

The KMP is point of first contact between the company and its stakeholders. While the Board of Directors responsible for providing the oversight, it is Key Managerial Personnel and the Senior Management Personnel who are responsible for not just laying down the strategies as well as its implementation.

Among the KMP, remuneration of a Managing Director and Whole Time Director, shall be governed by the Section 178 of the Companies Act, 2013 dealing with “Remuneration of Managing Director and Whole Time Director”.

Apart from the directors, the remuneration of all the other KMP such as the Chief Financial Officer and Company Secretary and any other officer that may be prescribed under the statute from time to time shall be determined by the committee of the company in consultation with the Managing Director and the Whole Time Director.

The Remuneration determined for all Senior Management Personnel shall be in line with the Company’s philosophy to provide fair compensation to Key- Executive officer based on their performance and contribution to the company and to provide incentives.

### **7. Criteria for evaluation of Board**

The evaluation of board shall be carried out annually as per the provisions of the Companies Act, 2013, rules thereof and Listing Agreement.

Performance evaluation of each Director will be based on the criteria as laid down from time to time by the Nomination and Remuneration Committee.

Criteria for performance evaluation shall include aspects such as attendance for the meetings, participation and independence during the meetings, interaction with Management, Role and accountability to the Board, knowledge and proficiency and any other factors as may be decided by the Nomination and Remuneration Committee.

Further, performance evaluation of an Executive Director will also base on business achievements of the company.

### **8. Review and Amendment**

- i. The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- ii. The Nomination and Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required.

**ANNEXURE-B**  
**MANAGEMENT DISCUSSION AND ANALYSIS**

**A. Industry Structure, Developments and Outlook**

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.

India's gross domestic product (GDP) grew 7.6 per cent in 2015-16, powered by a rebound in farm output, and an improvement in electricity generation and mining production in the fourth quarter of the fiscal. The growth numbers for the last fiscal, which reinforces India's position as the world's fastest-growing large economy, came on the back of a strong 7.9 per cent growth in the last quarter of the fiscal.

Going into FY17, we expect the situation to improve because – first, a normal monsoon (IMD's forecast) should provide relief to rural economy. Second, the benefits of RBI rate cuts will finally flow into the domestic economy through better transmission and lastly, Government's infra push and reforms should start improving the domestic economy.

**CAPITAL MARKETS**

FY16 was a roller coaster year for equity markets primarily due to significant global headwinds and poor earnings momentum. However, going ahead, sentiments should be better with gradual improvement in economy and corporate earnings. With greater interest in equities and other asset classes, the wealth management industry is also on the cusp of significant growth going forward. After a stellar showing in FY15, debt capital markets faltered in FY16 due to global volatility and the US Fed rate hike. Though RBI resumed accommodative stance, the rate cuts failed to have the desired effect on bond market yields as transmission was poor. However, Union Budget and other policy actions by the Government and RBI are now paying way for efficient monetary transmission. Thus, we expect a much more vibrant FY17 for the debt markets.

**Primary Markets**

During 2015-16, 108 companies accessed the primary market and raised ₹ 58,166 crore through 95 public and 13 rights issues, as against 88 companies which raised ₹ 19,202 crore in 2014-15 through public (70) and rights issues (18). At 74, the number of IPOs in 2015-16 was higher as compared to 46 in 2014-15. Of the 74 IPOs, 50 have been listed on the SME platform. The amount raised through IPOs in 2015-16 was higher at ₹ 14,815 crore as compared to ₹ 3,039 crore during 2014-15. As in the previous year, there was no FPO in 2015-16. The share of public issues in the total resource mobilisation increased to 84.1 per cent during 2015-16 from 64.8 per cent during 2014-15; while the share of rights issues decreased from 35.2 per cent in 2014-15 to 15.9 per cent in 2015-16. The share of debt issues in total resource mobilisation stood at 58.6 per cent and that of equity issues at 41.4 per cent in 2015-16. The IPO issues that opened in 2015-16 received an overwhelming response from the investors as out of 24 issues that opened during the year, seven were oversubscribed more than 20 times. Three IPOs were oversubscribed 30-40 times, while one IPO was oversubscribed by 70-80 times.

During 2015-16, 24 issues garnered a total of ₹ 14,587 crore through the QIP route as compared to ₹ 29,102 crore raised in 2014-15. There was no IPP issue in 2015-16.

**B. Opportunities & Threats****Opportunities:**

- 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.

**Threats:**

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

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### **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. 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.

### **E. 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, 2016.

### **F. Discussion on Financial Performance**

During the year under review, the gross total income of the Company increased to Rs.327.24 lacs from Rs.313.58 lacs during the previous year. The profit after tax also increased from Rs.71.11 lacs during the previous year to Rs.156.78 lacs mainly due to profit on sale of investment. In addition, the overall improvement in the capital market was the main reason for increase in the total income of the company which directors expect to continue in the coming years also.

### **G. 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 7 employees (including Managing Director) as on March 31, 2016.

### **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.

**ANNEXURE-C****Form No. MGT-9****Extract of Annual Return as on the financial year ended on March 31, 2016**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

<b>CIN</b>	L45201GJ1986PLC008577
<b>Registration Date</b>	March 21, 1986
<b>Name of the Company</b>	Chartered Capital And Investment Limited
<b>Category / Sub-Category of the Company</b>	Public Limited Company, Limited by Shares
<b>Address of the Registered office and contact details</b>	711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad- 380006 Tel: 079-2657 5337, 2657 7571 Fax: 079-2657 5731 Email : info@charteredcapital.net
<b>Whether listed company</b>	Yes
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai-400078 Tel: 022-2594 6970, Fax: 022-2594 6969, Email: rnt.helpdesk@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

<b>Sr. No.</b>	<b>Name of Description of main products / services</b>	<b>NIC Code of the Product / Service</b>	<b>% to total turnover of the Company</b>
1	Merchant Banking Services	649	11.57
2	Investment Income, Dividend Income and Interest Income	649	87.81

Source: National Industrial Classification 2008, Ministry of Statistics and Programme Implementation

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

<b>Sr. No.</b>	<b>Name and Addresses of the Company</b>	<b>CIN/GLN</b>	<b>Holding / Subsidiary / Associate</b>	<b>% of shares held</b>	<b>Applicable Section</b>
1	Not Applicable as there is no holding, subsidiary or associate company.				



## CHARTERED CAPITAL AND INVESTMENT LIMITED

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year i.e. April 1, 2015				No of Shares held at the end of the year i.e. March 31, 2016				% Change during the year
	Demat	Physical	Total Shares	% of Total	Demat	Physical	Total Shares	% of Total	
<b>A. Promoters</b>									
(1) Indian									
a) Individual /HUF	1865497	0	1865497	61.94	2009102	0	2009102	66.71	4.77
b) Central Govt / State Govt	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0.00
e) Any Other....	0	0	0	0	0	0	0	0	0.00
<b>Sub-total (A) (1) :-</b>	1865497	0	1865497	61.94	2009102	0	2009102	66.71	4.77
(2) Foreign									
a) NRI's Individuals	0	0	0	0	0	0	0	0	0.00
b) Other – Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks/FI	0	0	0	0	0	0	0	0	0.00
e) Any Other...	0	0	0	0	0	0	0	0	0.00
<b>Sub-total (A) (2) :-</b>	0	0	0	0	0	0	0	0	0.00
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	1865497	0	1865497	61.94	2009102	0	2009102	66.71	4.77
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds/UTI	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	0	0	0	0	0	0	0	0	0.00
c) Central Govt / State Govt	0	0	0	0	0	0	0	0	0.00
d) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
e) Insurance Companies	0	0	0	0	0	0	0	0	0.00
f) FIIs	0	0	0	0	0	0	0	0	0.00
g) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
h) Others (specify)	0	0	0	0	0	0	0	0	0.00
<b>Sub-total (B) (1) :-</b>	0	0	0	0	0	0	0	0	0.00
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	220494	300	220794	7.33	94114	300	94414	3.13	-4.20
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	212085	103430	315515	10.48	201910	103330	305240	10.14	-0.34
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	536253	0	536253	17.81	536361	0	536361	17.81	0.00
c) Others (specify)									
Clearing Member	35191	0	35191	1.17	26768	0	26768	0.89	-0.28
NRI (Repat.)	2700	0	2700	0.09	200	0	200	0.01	-0.08
HUF	35650	0	35650	1.18	39515	0	39515	1.31	0.13
<b>Sub-total (B) (2) :-</b>	1042373	103730	1146103	38.06	898868	103630	1002498	33.29	-4.77
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	1042373	103730	1146103	38.06	898868	103630	1002498	33.29	-4.77
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	
<b>Grand Total (A+B+C)</b>	2907870	103730	3011600	100.00	2907970	103630	3011600	100.00	0.00

**ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. April 1, 2015			Shareholding at the end of the year i.e. March 31, 2016			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	MOHIB N. KHERICHA	1686497	56.00	0.00	1830102	60.77	0.00	4.77
2	AMRITLAL SANGHVI	50000	1.66	0.00	50000	1.66	0.00	0.00
3	SOFIA M. KHERICHA	129000	4.28	0.00	129000	4.28	0.00	0.00
	Total	1865497	61.94	0.00	2009102	66.71	0.00	4.77

**iii) Change in Promoters' Shareholding ( please specify, if there is no change)**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. April 1, 2015		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Mohib N. Khericha				
	At the beginning of the year	1686497	56.00		
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc): <i>Market Purchase of shares on 16.04.2015</i>	143605	4.77	1830102	60.77
	At the End of the year (Share holding at the end of the year i.e. March 31, 2016 )			1830102	60.77

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name of Top 10 Shareholders	Shareholding at the beginning of the year i.e. April 1, 2015		Share holding at the end of the year i.e. March 31, 2016		% change in share holding during the year
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1.	B. R. Gopalakrishna	140000	4.65	140000	4.65	0.00
2.	Javed S. Saiyed	139535	4.63	139535	4.63	0.00
3.	Shaheen Javed Saiyed	125200	4.16	125200	4.16	0.00
4.	Chartered Carriers Ltd*	123750	4.11	0	0	4.11
5.	Mazda Limited	45732	1.52	45732	1.52	0.00
6.	Bhaveshbhai Jivanbhai Saspara HUF	32150	1.07	32150	1.07	0.00
7.	Jainam Share Consultants Pvt. Ltd**	28013	0.93	22642	0.75	0.18
8.	Santoshben Rajendrakumar Gandhi	24768	0.82	24768	0.82	0.00
9.	Chartered Motors Pvt Ltd	24667	0.82	24667	0.82	0.00
10.	Lalit Kumar Gandhi	18188	0.60	18188	0.60	0.00
11.	Vibhaben Bhaveshbhai Saspara, Bhaveshbhai Jivanbhai Saspara	16900	0.56	16900	0.56	0.00

\* As per information available on BSE website, Chartered Carriers Ltd sold his entire shareholding on 16.04.2015 through a bulk deal.

\*\* The shares of the Company are traded on a regular basis on BSE and hence the date wise increase / decrease in shareholding is not indicated.

## CHARTERED CAPITAL AND INVESTMENT LIMITED

### v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning of the year i.e. April 1, 2015		Share holding at the end of the year i.e. March 31, 2016		% change in share holding during the year
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	<b>DIRECTORS</b>					
	Mr. Mohib N. Khericha	1686497	56.00	1830102	60.77	4.77
	Mrs. Sofia M Khericha	129000	4.28	129000	4.28	0.00
	Mr. A. L. Sanghvi	50000	1.66	50000	1.66	0.00
	Mr. Ashok Kavdia	0	0.00	0	0.00	0.00
	Mr. Deepak P. Singhvi	0	0.00	0	0.00	0.00
	Mr. Sanatan N. Munsif	0	0.00	0	0.00	0.00
	<b>KMP</b>					
	Mr. Javed S. Saiyed	139535	4.63	139535	4.63	0.00
	Mr. Manoj Kumar Ramrakhyani	0	0.00	0	0.00	0.00

Note: For details about the datewise change in shareholding of Mr. Mohib N Khericha, please refer table in para iii) above.

### vi) INDEBTEDNESS

#### Indebtedness of the Company including interest outstanding/accrued but not due for payment as on March 31, 2016

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	31905370.00	0	0	31905370.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	31905370.00	0	0	31905370.00
<b>Change in Indebtedness during the financial year</b>				
• Addition		0	0	
• Reduction	18921198.00	0	0	18921198.00
<b>Net Change</b>	18921198.00	0	0	18921198.00
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	12984172.00	0	0	12984172.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	12984172.00	0	0	12984172.00

## vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Mohib N Khericha	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1440000.00	1440000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission	0	0
	- as % of profit	0	0
	- others, specify...	0	0
5.	Others, please specify (Provident fund)	21600.00	21600.00
	Total (A)	1461600.00	1461600.00
	Ceiling as per the Act	As per Part II of Schedule V of the Companies Act 2013	

## B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors				
	Names of Directors	Mr. Ashok Kavdia	Mr. Deepak P. Singhvi	Mr. Sanatan N. Munsif	
	• Fee for attending board committee meetings	0	0	0	0
	• Commission	0	0	0	0
	• Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
2.	Other Non-Executive Directors				
	Names of Directors	Mr. A. L. Sanghvi	Mrs. Sofia M Khericha		
	• Fee for attending board committee meetings	0	0		0
	• Commission	0	0		0
	• Others, please specify	0	0		0
	Total (2)	0	0		0
	Total (B)=(1+2)	0	0		0
	Total Managerial Remuneration	0	0	0	0
	Overall Ceiling as per the Act	No sitting fee is paid to any non-executive directors. However, as per Companies Act, 2013 read with relevant rules, sitting Fee of upto Rs.1.0 lac can be paid for attending each Board/ Committee meeting.			

## CHARTERED CAPITAL AND INVESTMENT LIMITED

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	
	Name of KMP	Mr. Manoj Kumar Ramrakhyani	Mr. Javed S. Saiyed	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	943250.00	640350.00	1583600.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	- as % of profit	0	0	0
	- others, specify...	0	0	0
5.	Others, please specify (Provident fund)	79200.00	48000.00	127200.00
	Total	1022450.00	688350.00	1710800.00

### viii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					Not Applicable as no penalties has been levied under Companies Act
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					Not Applicable as no penalties has been levied under Companies Act
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					Not Applicable as no penalties has been levied under Companies Act
Punishment					
Compounding					

**ANNEXURE-D**  
**REPORT ON CORPORATE GOVERNANCE**

(Pursuant to Clause 49 of the Listing Agreement)

Please note that the provisions of Corporate Governance as specified in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not mandatorily applicable to the "Companies having paid up equity share capital not exceeding ₹ 10 Crores and net worth not exceeding ₹ 25 Crores, as on the last day of the previous financial year". As on March 31, 2016, the paid up equity share capital and net worth of our company was 3.01 Crores and 23.96 Crores respectively and therefore the provisions of above stated Regulations of SEBI (LODR) Regulations relating to the Corporate Governance are not mandatorily applicable to our company.

Even though the provisions of Corporate Governance are not mandatorily applicable to our Company, to ensure good governance and accountability towards the stakeholders of the company, we are attaching a separate report on Corporate Governance in the annual report on voluntary basis.

**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 organization structure that supports such aggressive growth. At present, in India, Corporate Governance standards for listed companies are regulated by the Securities & Exchange Board of India (SEBI) through SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 Board of Directors of the Company is constituted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has a balanced board with optimum combination of Executive and Non-Executive Directors which includes independent professionals. As on March 31, 2016, the Board of Directors of the company comprises of 6 Directors. Their details as on March 31, 2016 are as under:

Name	Category/ Designation	No. of outside Directorship and Committee Membership/ Chairmanship				Inter se relationship between Directors
		Directorship <sup>#</sup>		Committee Membership /Chairmanship <sup>*</sup>		
		Public Company	Private Company	Membership	Chairmanship	
Mr. Sanatan N. Munsif	Independent Director & Chairman	Nil	Nil	Nil	Nil	Nil
Mr. A. L. Sanghvi	Promoter Director, Non Executive Director & Vice Chairman	Nil	1	Nil	Nil	Nil
Mr. Mohib N. Khericha	Promoter Director, Managing Director	4	9	2	3	Husband of Mrs. Sofia M Khericha
Mrs. Sofia M Khericha	Promoter Director, Non Executive Woman Director	Nil	1	Nil	Nil	Wife of Mr. Mohib N Khericha
Mr. Deepak P. Singhvi	Independent Director	Nil	6	Nil	Nil	Nil
Mr. Ashok Kavdia@	Independent Director	Nil	1	Nil	Nil	Nil

\* Only Audit Committee and Stakeholders Relationship Committee of public limited listed companies have been considered.

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

@ Mr. Ashok Kavdia has been appointed as Independent Director of Chartered Logistics Limited w.e.f. August 6, 2016. He has also been appointed as Member of Audit Committee and Stakeholders Relationship Committee of Chartered Logistics Limited w.e.f. August 6, 2016.

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The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Director	No. of Board Meetings		Last AGM attended
	Held	Attended	
Mr. Sanatan Munsif	6	4	No
Mr. A.L.Sanghvi	6	6	Yes
Mr. Mohib N. Khericha	6	6	Yes
Mr. Ashok Kavdia	6	6	Yes
Mr. Deepak Singhvi	6	2	No
Mrs. Sofia M Khericha	6	5	No

The Board of Directors met 6 times during the year on the following dates:

April 28, 2015, May 29, 2015, August 7, 2015, August 28, 2015, November 7, 2015, February 12, 2016

The criteria of maximum time gap between any two consecutive meetings shall not exceed four months has been followed by the Company.

The Company placed before the Board various information including those specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. A declaration signed by the Managing Director to this effect is attached hereunder:

#### DECLARATION

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the company for the year ended March 31, 2016.

For Chartered Capital And Investment Limited

Place : Ahmedabad  
Date : August 24, 2016

Mohib N. Khericha  
Managing Director

### 4. Notes on Director seeking Appointment/ Re-Appointment

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the company, Mr. A.L. Sanghvi, Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Item/proposal seeking his re-appointment as director has also been incorporated in the Notice for the approval of the shareholders. The brief resume and other information required to be disclosed under this Section is provided in the Notes to Notice of the Annual General Meeting.

### 5. Audit Committee

The Audit Committee consists of total three members including two Independent Directors and one non-Independent Director. The Audit Committee is headed by Mr. Ashok Kavdia an Independent Director as Chairman and Mr. Sanatan N Munsif and Mr. A. L. Sanghvi as members of the Committee. The Company Secretary is the Secretary of the Audit Committee. All the current members of the Committee have relevant experience in financial matters and two members, including Chairman, of Committee, are members of the Institute of Chartered Accountants of India. The Chairman of the Audit Committee Mr. Ashok Kavdia attended last Annual General Meeting of the Company.

#### 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 29, 2015, August 7, 2015, November 7, 2015 and February 12, 2016 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

The Chief Financial Officer, representatives of Statutory Auditors, Internal Auditor are invited to the meetings of the Audit Committee.

#### **Broad Terms of Reference**

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The brief terms of reference of Audit Committee are as under:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.



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Audit Committee reviews the following information:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

### 6. Nomination & Remuneration Committee

As per the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has constituted a Nomination and Remuneration Committee.

The Nomination and Remuneration Committee consists of total three members including two Independent Directors and one non-Independent Director. As on March 31, 2016, the Nomination & Remuneration Committee was headed by Mr. Ashok Kavdia an Independent Director as Chairman and Mr. Sanatan N Munsif and Mr. A. L. Sanghvi as members of the Committee. The Company Secretary is the Secretary of the Committee.

The composition of the Remuneration Committee as on March 31, 2016 was as under:

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

#### Brief Terms of reference of Nomination & Remuneration Committee:

The powers, role and terms of reference of Committee covers the areas as contemplated under the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. The brief terms of reference of Nomination & Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other senior employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
5. To recommend / review remuneration of the Managing Director(s) and Whole-time Director(s)/Executive Director(s) based on their performance and defined assessment criteria;
6. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

The Managing Director's remuneration is in conformity with the existent laws and regulations and approved by the shareholders. He was paid a total remuneration of Rs.14,61,600 including provident fund. Detail of remuneration of Managing Director for the year ended March 31, 2016 is as under:

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

Apart from remuneration payable to Mr. Mohib N. Khericha, Managing Director of the company, the Company does not pay any remuneration including bonus, stock options, pension, etc. to him or any other directors of the Company. Entire remuneration of Managing Director is fixed as per the terms of remuneration approved by shareholders. No performance linked incentive is being paid to the Managing Director or any other director of the Company. The appointment of Mr. Mohib N. Khericha as Managing Director is for a period of five years with effect from April 1, 2014. The appointment is subject to termination by 3 months notice on either side. No severance fee is payable to the Managing Director. The remuneration paid to Mr. Mohib N Khericha for the financial year 2015-16 is as per the terms approved by the shareholders at the 28<sup>th</sup> Annual General Meeting of the Company held on September 30, 2014. No stock option has been ever granted to him.

Non-executive directors are not paid any sitting fee for attending any Board Meetings or any meetings of the committee thereof. There is no other pecuniary relationship or transaction of the non-executive directors' vis-à-vis the company.

Details of existing Shareholding of Non-Executive Directors are as under:

<b>Name of Director</b>	<b>No of Equity Shares</b>
Mrs. Sofia M Khericha	1,29,000
Mr. Sanatan N. Munsif	Nil
Mr. A. L. Sanghvi	50,000
Mr. Ashok Kavdia	Nil
Mr. Deepak P. Singhvi	Nil

During the Financial Year 2015-16, a meeting of the Nomination & Remuneration committee was held on May 29, 2015 and all the 3 members attended the meeting.

**Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

**7. Stakeholders Relationship Committee**

As per the provisions of the Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has constituted a Stakeholders Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders.

The Stakeholders Relationship Committee consists of total three members including one Independent Director. The Stakeholders Relationship Committee is headed by Mr. Ashok Kavdia an Independent Director as Chairman and Mr. Mohib N Khericha and Mr. A. L. Sanghvi as members of the Committee.

As a measure of Good Corporate Governance and to focus on the shareholder's grievances and towards strengthening investor relations, a Stakeholders Relationship Committee has been constituted as a committee of the Board, to redress / minimize the grievance of shareholders/ Investors.

**Brief terms of reference:**

The brief terms of reference of Stakeholders Relationship Committee are as under:

1. To look into the redressal of shareholders and investors complaints like transfer of shares, non-receipt of Annual Report, non-receipt of declared dividend, revalidation of dividend warrant or refund order etc.
2. To consider and resolve the grievances of security holders of the company.

**The committee comprises the following Directors namely:**

1. Mr. Ashok Kavdia - Chairman
2. Mr. A.L. Singhvi - Member
3. Mr. Mohib N. Khericha - Member

During the year under review, no complaint from any stakeholder was received or is pending from Shareholders/investors or Stock Exchange or SEBI. The Compliance officer of the Company is Mr. Manoj Kumar Ramrakhyani, Company Secretary of the Company. During the Financial Year 2015-16, the committee met 1 time on May 30, 2015 and all the members attended all the meetings.

**8. CEO/CFO Certification**

Pursuant to Regulation 17(8) Read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director and Chief Financial Officer of the Company have certified to the Board that:

- (a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company pertaining to the financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

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- (d) They have indicated, wherever applicable, to the auditors and the Audit committee
- i) significant changes in internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

The above certificate was placed before the Board at its meeting held on August 24, 2016.

### 9. Report on Corporate Governance

A separate section on Corporate Governance forms part of the Annual Report. As mentioned above, though our company is not mandatorily required to comply with the provisions relating to the Corporate Governance, the Company is in full compliance with all the provisions of Corporate Governance clause in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 10. Compliance

The Company is in full compliance with all mandatory requirements of provisions of Corporate Governance in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations is annexed herewith and forms part of this report. The Company would review implementation of other non-mandatory requirements of Corporate Governance code in due course of time.

### 11. General Body Meeting

The location and time of the Annual General Meeting held during the last three years is as follows:

Date	Venue	Time
September 30, 2015	711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380006	11:00 am
September 30, 2014	711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380006	12:30 pm
September 30, 2013	711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380006	11:30 am

No special resolution was passed at any of the above mentioned AGMs except the 4 special business at the AGM held on September 30, 2014 details of which is mentioned hereunder:

- i. Reappointment of Mr. Mohib N Khericha as a Managing Director of the Company;
- ii. Approval of borrowing powers of the company in excess of paid up capital and free reserves;
- iii. Approval of creation of charge/mortgage etc on the properties of the company;
- iv. Approval of investment in securities of other bodies corporate.

In addition, no special resolution was passed last year through postal ballot. In addition, no special resolution is proposed to be conducted through postal ballot in the ensuing AGM.

### 12. Disclosures

#### a. Disclosures on materially significant related party transactions

The Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest and which may have a potential conflict with the interest of the Company at large.

During the Financial Year 2015-16, there was no transaction of a materially significant nature with the promoters, the directors or the key managerial personnel, their relatives that may have potential conflict with the interest of the company at large.

Transactions with related parties during the year are disclosed in the notes forming part of accounts in the Annual Report.

There is no related party transaction during the year under review, except the remuneration paid to KMPs of the Company and write off of amount invested in Shabina Enterprises. Related party transactions policy is available on website of the company at

<http://www.charteredcapital.net/Policies/Policy%20on%20Material%20Related%20Party%20Transactions.pdf>

#### b. Disclosure of Accounting Treatment

The Company has followed all the relevant /applicable Accounting Standards issued by the ICAI while preparing the financial statements.

#### c. Details of non-compliance etc by the company related to capital markets

The Company has complied with all requirements of the listing Agreement with the Stock Exchange as well as regulations and guidelines of SEBI. Except as mentioned hereunder, no penalty has been levied or stricture has been passed by SEBI, Stock Exchanges or any other regulatory authority on matters relating to the capital market in the last three years.

SEBI has vide its order dated May 13, 2015, in respect of Chartered Capital And Investment Limited in the matter of IPO of RDB Rasayans Limited, disposed off the matter without any further direction in the matter.

Our Company has filed an appeal against SEBI order May 13, 2015 with Hon'ble Securities Appellate Tribunal (SAT) for directing SEBI to remove remarks made against the Company and same is still pending. Our Company has filed an appeal against SEBI order May 13, 2015 with Hon'ble Securities Appellate Tribunal (SAT) for directing SEBI to remove remarks made against the Company. Hon'ble SAT, vide its order dated July 14, 2016, disposed of the appeal as infructuous. This was because the Company has already undergone restraint / prohibition under the ex-parte ad-interim order dated December 28, 2011 for a period of nine months. The said SEBI Order dated December 28, 2011 was set aside by Hon'ble SAT, vide its order dated October 25, 2012, while hearing an appeal made by the Company.

**d. Disclosure of Risk Management**

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.

**e. Whistle Blower Policy**

The Company has formulated a vigil mechanism through Whistle Blower Policy dealing with the instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct. Same has been review by the Audit Committee of the Company. No complaint has been received under the policy during the year under view. In the opinion of the Board, there was no case where a person was denied access to Audit Committee.

**f. Policy for determination of materiality.**

Pursuant to Regulation 30(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors of the company have devised a policy for determination of materiality of events or information to ensure timely and adequate disclosure of events or information to the investor community and to enable them to take well informed investment decisions with regards to the securities of the Company. The policy is available on the website of the company at

<http://www.charteredcapital.net/Policies/Policy%20For%20Determination%20of%20Materiality.pdf>

**g. Familiarization Programme for Independent Directors**

Independent Directors at the time of their appointment are given the formal appointment letter mentioning various terms and conditions of their engagement. Independent Directors of the company are made aware of their role, duties, rights and responsibilities at the time of their appointment.

In order to familiarize the independent Directors with the business of the Company, presentation was made covering nature and scope of business, nature of industry in which company operates, profitability and future scope. The Board of Directors have complete access to the information within the company and to interact with senior management personnel. Independent Directors have freedom to interact with the management of the company. The Company has adopted a Familiarization Programme for its non-executive Directors including Independent Directors which is available at the website of the company at

<http://www.charteredcapital.net/Policies/Familiarization%20programme.pdf>

**h. Details of compliance with mandatory & non mandatory requirements.**

The Company has adopted and complied with all the mandatory requirements as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable from time to time. The Company would review implementation of other non-mandatory requirements of Corporate Governance code in due course of time. The Company is already in compliance with non mandatory requirement relating to separate posts of chairperson and CEO as MD of the Company is not the chairman.

**13. Means of Communication**

Half-yearly report sent to each household of shareholders	: No
Quarterly Results: newspapers in which normally published	: Financial Express (Eng & Guj)
Any website, where displayed	: Yes, <a href="http://www.charteredcapital.net">www.charteredcapital.net</a>
Whether it displays official news release	: No
Presentation made to Institutional Investors or to Analyst	: No
Management Discussion & Analysis forms part of this Annual Report.	

**GENERAL INFORMATION FOR SHAREHOLDERS**

a) Annual General Meeting

Date : September 27, 2016

Time : 11.30 a.m.

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

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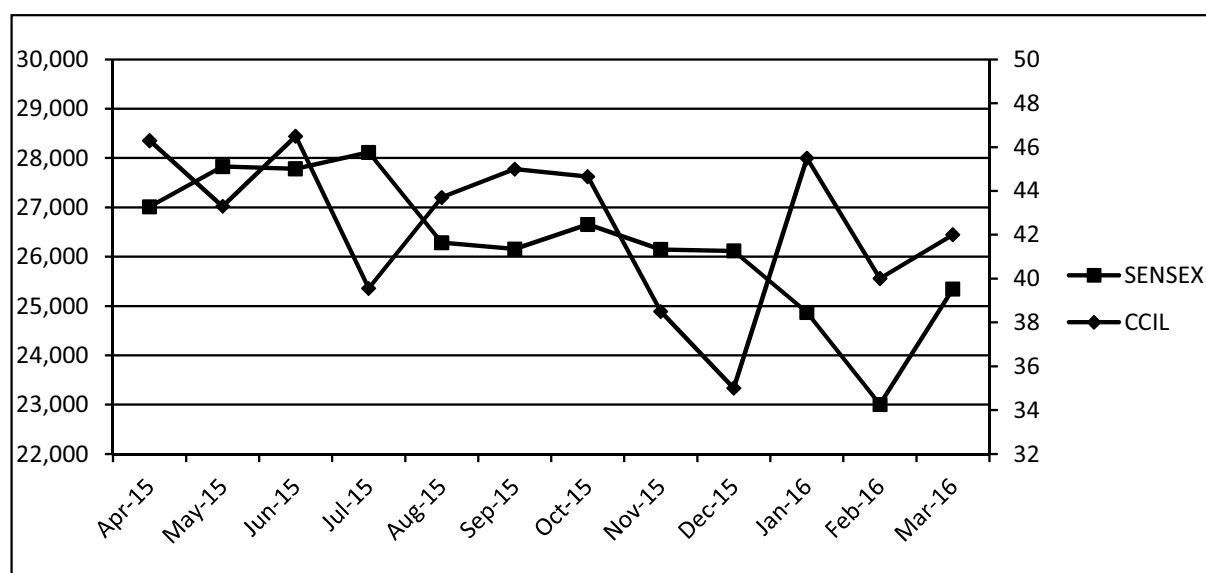
- b) The financial calendar (tentative)  
 Financial reporting for:  
 Quarter ending June 30, 2016 - On August 10, 2016  
 Quarter ending September 30, 2016 - On or before November 14, 2016  
 Quarter ending December 31, 2016 - On or before February 14, 2017  
 Quarter ending and Year ending March 31, 2017 - On or before May 30, 2017
- c) Dates of Book closure : From Wednesday, September 21, 2016 to, Tuesday, September 27, 2016 (Both days inclusive) (for the purpose of Annual General Meeting of the Company)
- d) **Dividend Payment date**  
 Not applicable (As no dividend is proposed for the financial year 2015-16)
- e) **Registered Office:-**  
 711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad-380006  
**Branch Office at Mumbai:-**  
 418-C, "215 Atrium", Andheri Kurla Road, Andheri (East), Mumbai-400059
- f) The equity shares of the company are listed on the BSE Limited having office at PJ Towers, Dalal Street, Mumbai - 400 001. The listing fees for the year 2016-2017 have been paid to the BSE Limited, where the shares of the Company are listed.
- g) Stock Code : BSE Limited : 511696
- h) Demat ISIN Number for NSDL and CDSL : INE953B01010
- i) Market price Data: High, Low during each month in last financial year i.e. April 1, 2015 to March 31, 2016 at Bombay Stock Exchange as below:

Month	Highest Price (Rs)	Lowest Price (Rs)
April 2015	47.10	40.05
May 2015	50.95	43.30
June 2015	50.00	45.35
July 2015	50.10	39.55
August 2015	47.50	37.50
September 2015	45.00	39.75
October 2015	47.00	42.90
November 2015	42.50	38.50
December 2015	36.60	34.80
January 2016	45.50	35.10
February 2016	43.25	37.10
March 2016	42.00	40.00

Source: www.bseindia.com

j) **Stock Performance**

The comparison on the performance of the Company's share price vis-à-vis the BSE Sensex during the year 2015-16 is as under:



k) **Registrar and Transfer Agents for Demat and Physical mode:**

Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078, Tel: 022-2594 6970, Fax: 022-2594 6969, Email: rnt.helpdesk@linkintime.co.in.

l) **Registrars and Share Transfer System:**

The Company has appointed Link Intime India Private Limited, as Registrars and Share Transfer Agents. Share transfers in physical form, if any, are registered on a weekly basis and returned within a period of fifteen days provided all the documents are valid and complete in all respects. The authority to approve the share transfer/transmission lies with the Board through Stakeholders Relationship Committee of Directors.

m) **Distribution of Shareholding as on March 31, 2016**

No. of Shares	No. of Shareholders	% of shareholders	No. of Shares held	% of total Shares
Up to 500	547	79.16	81151	2.69
501-1000	64	9.26	55613	1.85
1001-2000	16	2.32	26448	0.88
2001-3000	9	1.30	21936	0.73
3001-4000	12	1.74	41611	1.38
4001-5000	9	1.30	43780	1.45
5001- 10000	10	1.45	70407	2.34
10001 and above	24	3.47	2670654	88.68
<b>Total</b>	<b>691</b>	<b>100.00</b>	<b>3011600</b>	<b>100.00</b>

**Category of Shareholders as on March 31, 2016**

Category	No. of shares held	% of Shareholding
Promoters	2009102	66.71
Mutual funds and UTI	Nil	Nil
Private Corporate Bodies	94414	3.13
Indian Public	841601	27.95
NRI/OCBs	200	0.01
Any Other (Clearing House, Clearing Member, HUF etc)	66283	2.20
<b>Total</b>	<b>3011600</b>	<b>100.00</b>

n) **Dematerialization of shares and Liquidity:**

96.56 % of total paid up capital has been dematerialized as on March 31, 2016.

## o) The company has not issue any GDRs/ADRs /Warrants or any convertible instruments.

**Address for Correspondence:****Company**

Chartered Capital and Investment Limited,

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

CIN : L45201GJ1986PLC008577, Email : info@chartercapital.net, investors@chartercapital.net

Website : www.chartercapital.net, Phone : 079-2657 5337, 2657 7571, Fax: 079-2657 5731

**Share Transfer Agent**

Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078, Tel: 022-2594 6970, Fax: 022-2594 6969, Email: rnt.helpdesk@linkintime.co.in.

**CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE**

Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To

**The Members of Chartered Capital And Investment Limited**

We have examined the compliance of conditions of Corporate Governance by **Chartered Capital and Investment Limited** ('the Company'), for the year ended 31st March, 2016, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub - regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ('Listing Regulations').

As on March 31, 2016, the paid up equity share capital and net worth of company was 3.01 Crores and 23.96 Crores respectively and therefore the provisions of above stated Regulations of (Listing Obligations and Disclosure Requirements) Regulations 2015 relating to the Corporate Governance are not mandatorily applicable to the company. Company has voluntarily given Report on Corporate Governance in the annual report.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For MAYANK SHAH & ASSOCIATES  
(FIRM REGN.NO.106109W)  
CHARTERED ACCOUNTANTS**

**(M.S.SHAH)**

**PARTNER**

**M.No.44093**

**Place : Ahmedabad  
Date : 24th August, 2016**

## **CHARTERED CAPITAL AND INVESTMENT LIMITED**

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### **ANNEXURE-E**

#### **Form No. MR-3**

#### **SECRETARIAL AUDIT REPORT**

#### **For the Financial year ended March 31, 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Chartered Capital And Investment Limited.  
711, Mahakant,  
Opp. V.S. Hospital, Ellisbridge,  
Ahmedabad – 380 006.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CHARTERED CAPITAL AND INVESTMENT LIMITED** (CIN:L45201GJ1986PLC008577) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye- laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the audit period)
  - d The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the company during the audit period)
  - e The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the audit period)
  - f The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and(Not applicable to the company during the audit period)
  - h The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the audit period)
- (vi) Laws specifically applicable to the industry to which the company belongs, as identified by the management, that is to say:
  - a. SEBI (Merchant Bankers) Regulations, 1992
  - b. SEBI (Intermediaries) Regulations, 2008

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f December 1, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that;**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

**I further report that;**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that; during the audit period, there was no instance of;

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.

for **Nahidakhtar Vhora & Co.**  
*Company Secretaries*

**Nahidakhtar A. Vhora**  
*(Proprietor)*  
M.No. 35492  
CP. No.: 13187

Place : Ahmedabad  
Date : August 24, 2016



## CHARTERED CAPITAL AND INVESTMENT LIMITED

### ANNEXURE-F

#### Particulars Pursuant to Section 197(12) of the Companies Act, 2013 and rule 5(1) of Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014:

- 1) Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year ended March 31, 2016:

Sr. No.	Executive Director	Remuneration (Rs. in lacs)	Median Remuneration* (Rs. in lacs)	Ratio
1	Mr. Mohib N Khericha, Managing Director	14.616	5.092	2.87

\* excluding Executive Directors

- 2) Percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year:

Sr. No.	Director, CFO & Company Secretary	% increase in the remuneration in financial year
1	Mr. Mohib N Khericha, Managing Director	0.35%
2	Mr. Javed S. Saiyed, CFO	11.71%
3	Mr. Manoj Kumar Ramrakhyani, Company Secretary	10.00%

- 3) Percentage increase in median remuneration of employees in the financial year: 111.23%

- 4) The number of permanent employees on the rolls of the company (other than Managing Director) as on March 31, 2016: 6

- 5) The Explanation on the relationship between average increase in remuneration and company performance:

Particulars	2015-16	2014-15
Total Income (Rs. in lacs)	327.24	313.58
Profit before depreciation and taxes (Rs. in lacs)	204.00	131.07
Profit (Loss) After Tax (Rs. in lacs)	156.78	71.11

The average increase in remuneration is associated with and driven by achievement of individual corporate goals set for employees, industry trends, inflation and financial performance of the Company.

- 6) Comparison of the remuneration to Key Managerial Personnel against the performance of the Company:

The total remuneration of key managerial personnel's (other than director) increased by 10.85% in 2015-16 whereas the profit after tax increased by around 120% in 2015-16. The increase in remuneration is not solely based on company performance but also includes various factors like individual performance, industrial trends, economic situation, future growth prospects etc. Average increase in remuneration of Key Managerial Personnel is based on Company's Remuneration Policy.

- 7) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last offer:

As per Quotes on BSE	As on March 31, 2016	As on March 31, 2015
Issued Share Capital (No. of Shares)	3011600	3011600
Market price of Equity Share of the Company (Rs.)	42.00	42.70
EPS (Rs.)	5.21	2.36
Price Earnings Ratio	8.06	18.09
Market Capitalization (Rs. in lacs)	1264.87	1285.95
Issue price at last public offer	20.00	20.00
Increase / (decrease) in market price as on March 31, 2016 as compared to the issue price	22.00	22.70
% Increase / (decrease)	110.00	113.50

- 8) Average percentile increase already made in the salaries of the employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:

The average increase in salaries of the employees other than Managerial Personnel in 2015-16 was 11.80% and average percentage increase in the Key Managerial Personnel (other than Director) Remuneration for the year was 10.85%. Salaries of the Key Managerial Personnel and other employees were increased more or less in the same proportion as per industrial trends in the region.

- 9) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

The comparison of the performance of the company and increase in the remuneration of the Key Managerial Personnel is given at point no. 5 & 2 respectively.

- 10) The key parameters for any variable components of remuneration availed by the Directors:

The directors are not being paid any variable remuneration.

- 11) The ratio of the remuneration of the highest paid director to that of the employees who are not director but receive remuneration in excess of the highest paid director during the year:

Not Applicable as none of the employees received the remuneration in excess of highest paid director of the company.

- 12) It is affirmed that the remuneration paid is as per the remuneration policy of the company.

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**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF CHARTERED CAPITAL AND INVESTMENT LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **CHARTERED CAPITAL AND INVESTMENT LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

## **CHARTERED CAPITAL AND INVESTMENT LIMITED**

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- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at 31<sup>st</sup> March, 2016 on its financial position in its financial statement – Refer Note 23 to the Financial Statements.
  - ii. The Company did not have any pending long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company, during the year ended 31<sup>st</sup> March, 2016.

**For Mayank Shah & Associates**  
**Chartered Accountants**  
**Firm Registration No: 106109W**

**M.S. SHAH**  
**Partner**  
**Membership No. 44093**

**Ahmedabad**  
**May 26, 2016**

**Annexure 'A' to the Independent Auditors' Report  
(Referred to in Paragraph 1 under the heading of "Report on Other Legal  
and Regulatory Requirements" section of our report of even date)**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets;
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us the Securities held as stock in trade have been verified by the Management with the statement of holdings provided by depository participants and brokers at reasonable intervals, which in our opinion is reasonable, having regard to the size of the Company and nature of its business. No material discrepancies between the book records and the statement of holding provided by brokers and other depository participants were noticed.
- (iii) In our opinion and according to information & explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the provisions of Clause (iii) of paragraph 3 of the order are not applicable to the Company.
- (iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Sections 186 of the Act in respect of investments made or loans or guarantees or security provided to the parties covered under Section 186.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit nor has any unclaimed deposit within the meaning of the provisions of Sections 73 to 76 or any other relevant provision of the Act and the rules framed there under. Accordingly, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) Company is engaged in service industries which are not covered by the Companies, (Cost Records and Audit) Rules, 2014. Accordingly the provisions of Clause (vi) of paragraph 3 of the Order are not applicable to the company.
- (vii) (a) According to the information and explanations given to us and the records of the Company, examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/ Value Added Tax, Service Tax, Customs Duty, Excise Duty, Cess and any other material statutory dues as applicable with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/ Value Added Tax, Service Tax, Customs Duty, Excise Duty, Cess and any other material statutory dues were in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, details of dues towards Income Tax which have not been deposited by the Company on account of disputes are as follows,

<b>Statement of Disputed Dues</b>				
Name of the Statute	Nature of the Dues	Amount under dispute not yet deposited (Rs.)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961.	Income Tax	5,83,551	A.Y. 2008-09 to A.Y. 2010-11	Income tax Appellate Tribunal-Ahmedabad

According to the information and explanations given to us, there are no dues of Sales Tax, Service Tax, duty of customs, duty of Excise, Value Added Tax and cess which have not been deposited with the appropriate authorities on account of any dispute.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to a bank. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.
- (ix) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, the provisions of Clause (ix) of paragraph 3 of the Order are not applicable to the Company.

## **CHARTERED CAPITAL AND INVESTMENT LIMITED**

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- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V to the Act
- (xii) In our opinion according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly the provisions of Clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transaction with the Directors or Persons connected with its Directors and covered under Section 192 of the Act. Accordingly the provisions of Clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is exempted from registration under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Mayank Shah & Associates**  
**Chartered Accountants**  
**Firm Registration No: 106109W**

**Ahmedabad**  
**May 26, 2016**

**M.S. SHAH**  
**Partner**  
**Membership No. 44093**

**ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT**  
**(Referred to in Paragraph 2(f) under the heading of "Report on Other Legal**  
**and Regulatory Requirements" section of our report of even date)**

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **CHARTERED CAPITAL AND INVESTMENT LIMITED** ('the Company') as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For Mayank Shah & Associates**  
**Chartered Accountants**  
**Firm Registration No: 106109W**

**Ahmedabad**  
**May 26, 2016**

**M.S. SHAH**  
**Partner**  
**Membership No. 44093**

**CHARTERED CAPITAL AND INVESTMENT LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2016**

Particulars	NOTES	As at 31 March 2016 Amount Rs.	As at 31 March 2015 Amount Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>1 Shareholder's funds</b>			
Share Capital	2	30,116,000	30,116,000
Reserves & Surplus	3	209,494,025	193,816,250
<b>2 Non-current liabilities</b>			
Deferred Tax Liability (Net)	4	275,856	348,426
<b>3 Current liabilities</b>			
Short-term Borrowings	5	12,984,172	31,905,370
Other Current Liabilities	6	1,265,319	2,902,855
<b>TOTAL</b>		<b>254,135,372</b>	<b>259,088,901</b>
<b>ASSETS</b>			
<b>1 Non-current Assets</b>			
Fixed Assets			
Tangible Assets	7	2,895,095	3,439,298
Non-current Investments	8	77,108,616	93,643,030
Long-term Loans and Advances	9	16,835,000	17,135,000
Other Non-current Assets	10	94,966,990	40,808,729
<b>2 Current Assets</b>			
Inventories	11	12,860,923	11,983,093
Trade Receivables	12	293,845	67,343
Cash and Bank Balances	13	33,327,812	74,163,573
Short-term Loans and Advances	14	3,228,243	3,038,300
Other Current Assets	15	12,618,848	14,810,535
<b>TOTAL</b>		<b>254,135,372</b>	<b>259,088,901</b>

Significant Accounting Policies 1

Notes are an integral part of the financial statements

As per our report of even date attached  
**For Mayank Shah & Associates**  
*Chartered Accountants*  
 Firm Registration No. 106109W

**(M.S.SHAH)**  
 PARTNER  
 M. No. 44093  
 Ahmedabad  
 May 26, 2016

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**(M.N. Khericha)**  
 Managing Director  
 DIN:00010365

**(A.L.Sanghvi)**  
 Vice Chairman  
 DIN:00010733

**(Manojkumar Ramrakhyani)**  
 Company Secretary

**(Javedmehdi S. Saiyed)**  
 Chief Financial Officer

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2016**

Particulars	NOTES	Year 2015-16 Amount Rs.	Year 2014-15 Amount Rs.
<b>INCOME</b>			
Revenue from Operations	16	15,201,417	15,711,601
Other Income	17	17,522,859	15,645,985
<b>Total Revenue</b>		<b>32,724,276</b>	<b>31,357,585</b>
<b>EXPENSES</b>			
Net Loss on sale of Investment	18	-	7,867,854
Employee Benefit Expenses	19	4,676,460	4,479,799
Finance Costs	20	2,882,101	2,783,086
Depreciation and Amortisation Expense	21	552,692	568,791
Other Expenses	22	4,765,809	3,119,521
<b>Total Expenses</b>		<b>12,877,062</b>	<b>18,819,050</b>
<b>Profit Before Tax</b>		<b>19,847,214</b>	<b>12,538,535</b>
<b>Tax Expenses</b>			
Current Tax		4,242,009	5,434,362
Tax in respect of Earlier Years		-	97,009
Deferred Tax		(72,570)	(103,626)
<b>Profit for the year</b>		<b>15,677,775</b>	<b>7,110,789</b>
<b>Earning per Equity Share of Face Value of Rs. 10/- each</b>			
Basic as well as Diluted Earning per Equity Share	26	5.21	2.36
Significant Accounting Policies	1		
Notes are an integral part of the financial statements			

As per our report of even date attached  
**For Mayank Shah & Associates**  
Chartered Accountants  
Firm Registration No. 106109W  
**(M.S.SHAH)**  
PARTNER  
M. No. 44093  
Ahmedabad  
May 26, 2016

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**(M.N. Khericha)**  
Managing Director  
DIN:00010365

**(A.L.Sanghvi)**  
Vice Chairman  
DIN:00010733

**(Manojkumar Ramrakhyani)**  
Company Secretary

**(Javedmehdi S. Saiyed)**  
Chief Financial Officer



**CHARTERED CAPITAL AND INVESTMENT LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2016**

Particulars	Year 2015-16 Amount Rs.	Year 2014-15 Amount Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax as per Statement of Profit & Loss	19,847,214	12,538,535
Adjustment for :		
Depreciation & Amortisation Expense	552,692	568,791
(Profit)/ Loss on sale of Investments (Net)	(6,163,091)	7,867,854
(Profit)/ Loss on sale of Fixed Asset	(490)	-
Finance Cost	2,882,101	2,783,086
Interest Income	17,522,369	15,599,313
Dividend Income	(5,050,450)	(5,656,139)
Sundry Balances Written off	-	11,235
Provision for diminution in value of Investment	-	147,927
Investment in Firm Written Off	2,973,314	-
Operating Profit before Working Capital changes	32,563,659	33,860,602
Adjustment for :		
(Increase) / Decrease in Trade & Other Receivables	(226,502)	16,928
(Increase) / Decrease in Other Current Assets	2,001,744	(9,182,550)
(Increase) / Decrease in Inventories	(877,830)	(1,232,424)
Increase / (Decrease) in Other Payables	(1,526,529)	(65,759)
Cash generated from operations	31,934,542	23,396,798
Direct Taxes paid (Net)	(4,353,015)	(5,119,302)
<b>Net Cash from operating activities</b>	<b>(A)</b> 27,581,527	18,277,496
<b>B. CASH FLOW FROM INVESTING ACTIVITY</b>		
Sale proceed of Investment	34,382,311	400,728,795
Purchase of Investment	(14,658,120)	(426,720,829)
Dividend Income	5,050,450	5,656,139
Interest Income	(17,522,369)	(15,599,313)
Purchase of Tangible Assets	(9,000)	-
Sale proceed of Tangible Assets	1,000	-
<b>Net Cash Generated from investing activities</b>	<b>(B)</b> 7,244,272	(35,935,209)
<b>C. CASH FLOW FROM FINANCE ACTIVITY</b>		
Increase / (Decrease) in Short Term Borrowings	(18,921,198)	31,905,370
Finance Cost	(2,882,101)	(2,783,086)
(Increase) / Decrease in Non-current Assets	(12,788,226)	(12,763,888)
<b>Net Cash from financing activities</b>	<b>(C)</b> (34,591,525)	16,358,396
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	234,274	(1,299,317)
Cash & Cash Equivalents at the beginning of the year	815,287	2,114,604
Cash & Cash Equivalents at the end of the year	1,049,561	815,287

As per our report of even date attached  
**For Mayank Shah & Associates**  
Chartered Accountants

Firm Registration No. 106109W

**(M.S.SHAH)**

PARTNER

M. No. 44093

Ahmedabad

May 26,2016

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**(M.N. Khericha)**

Managing Director

DIN:00010365

**(A.L.Sanghvi)**

Vice Chairman

DIN:00010733

**(Manojkumar Ramrakhyani)**

Company Secretary

**(Javedmehdi S. Saiyed)**

Chief Financial Officer

**COMPANY BACKGROUND**

Chartered Capital and Investment Limited (the 'Company') is a public limited Company incorporated under the Companies Act 1956 and is listed on the Bombay Stock Exchange (BSE). The Company is mainly engaged in providing merchant banking services to its clients.

**1. Significant Accounting Policies:****1.1 Basis of Preparation of Financial Statements****a) Basis of Accounting**

The financial statements of the Company have been prepared on an accrual basis under historical cost convention and in accordance with Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and the relevant provisions of the Companies Act 2013 ("the 2013 Act"), as applicable. The accounting policies adopted in the presentation of the financial statements are consistent with those followed in the previous year.

**b) Use of Estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

**c) Current / Non Current Classification**

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between acquisition of assets for processing and their realization in cash and cash equivalents, The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

**1.2 Fixed Assets and Depreciation / Amortization****a) Tangible Fixed Assets**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

Depreciation on tangible fixed assets of the company is provided using Straight Line Method on pro-rata basis at rates and in manner specified in Schedule II of the Companies Act, 2013.

**b) Impairment**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

**1.3 Investments**

Investments are classified into current and non-current investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as non-current investments.

Current investments are carried at the lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

## **CHARTERED CAPITAL AND INVESTMENT LIMITED**

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Non-current investments are stated at cost. A provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is recognised in the Statement of Profit and Loss.

### **1.4 Inventories**

Securities acquired with the intention of short-term holding and trading position is disclosed as stock-in-trade.

Securities held as stock-in-trade are valued at lower of cost or market value.

### **1.5 Revenue Recognition**

Revenue is recognised when there is a reasonable certainty of its ultimate realisation.

Merchant Banking Activities fees are accounted on accrual basis in accordance with the terms of contracts entered into between the company and the counterparty.

Consultation fees are accounted on accrual basis depending upon progress of assignment.

Income/Loss from trading in Securities held as stock-in-trade is recognised on trade date basis. Profit/loss on sale of Securities is determined on FIFO Basis.

Profit/Loss on equity/ derivative transactions is accounted for on final settlement or squaring-up of contracts for Equity Index/Stock Futures, the profit or loss is calculated as difference between settlement/squaring-up price and contract price and as on the balance sheet date, the debit balance in the "Mark-to-Market Margin – Equity Index/Stock Futures Account", being anticipated loss, is recognised in the profit and loss account. When the Option contracts are squared-up before expiry of the options, the premium prevailing on that date is recognised in profit and loss account. On expiry of the contracts and on exercising the options, the difference between final settlement price and the strike price is transferred to the profit and loss account.

Dividend Income is recognised when the right to receive payment is established.

Profit/Loss earned on sale of Investments is recognised on trade date basis and is determined based on the weighted average cost.

Interest income is recognised on accrual basis.

### **1.6 Trade Receivables**

Trade receivables are stated after writing off debts considered as bad. Adequate provision is made for debts considered doubtful.

### **1.7 Employee Benefits**

#### **a) Short Term Employees Benefit**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, ex-gratia, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

#### **b) Post Employment Benefit**

##### **Defined Contribution Plans:**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which are a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

##### **Defined Benefit Plans:**

The Payment of Gratuity Act is not applicable to company since number of eligible employees are less than requisite number.

##### **Termination Benefits:**

Termination Benefits are charged to the Statement of Profit and Loss in the year of accrual.

**1.8 Borrowing Cost**

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, are added to the cost of those assets, up to the date when the assets are ready for their intended use. All other borrowing costs are expensed in the period they occur.

**1.9 Provisions and Contingencies**

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

**1.10 Taxes on Income**

Income tax expenses comprise current and deferred taxes. Current tax is determined on income for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws and after considering credit for Minimum Alternate Tax (MAT) available under the said Act. MAT paid in accordance with the tax laws which gives future economic benefits in the form of adjustments to future tax liability, is considered as an asset if there is convincing evidence that the future economic benefit associated with it will flow to the Company resulting in payment of normal income tax.

Deferred tax is recognised on timing differences; being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that there is a reasonable certainty that there will be sufficient future taxable income will be available against which these can be realised. However if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

**1.11 Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

**1.12 Cash and Cash Equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

**1.13 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**CHARTERED CAPITAL AND INVESTMENT LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2016**

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>2 Share Capital</b>		
Authorised Share Capital:		
70,00,000 (31 March 2015 : 70,00,000) Equity shares of Rs.10/- each	70,000,000	70,000,000
	<u>70,000,000</u>	<u>70,000,000</u>
Issued, Subscribed & Fully Paid-up Share Capital:		
30,11,600 (31 March 2015 : 30,11,600) Equity shares of Rs.10/- each	30,116,000	30,116,000
	<u>30,116,000</u>	<u>30,116,000</u>
<b>TOTAL RS.</b>	<u><u>30,116,000</u></u>	<u><u>30,116,000</u></u>

**2.1 Reconciliation of the number of shares**

Particulars	As at 31st March, 2016 No. of Shares	As at 31st March, 2015 No. of Shares
<b>Equity Shares</b>		
Opening Balance	3,011,600	3,011,600
Issued During the Year	Nil	Nil
Closing Balance	<u>3,011,600</u>	<u>3,011,600</u>

**2.2 Rights, preferences and restrictions attached to Equity Shares**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each share holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.

**2.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Name of Shareholder	As at 31st March 2016		As at 31st March 2015	
	No. of Shares	% held	No. of Shares	% held
Mr. Mohib N. Khericha	1,830,102	60.77	1,686,497	56.00

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>3 Reserves &amp; Surplus</b>		
a) <b>Securities Premium Account</b>		
At the commencement and at end the end of the year (Premium on issue of Equity Shares)	15,116,000	15,116,000
b) <b>General Reserve</b>		
At the commencement and at end the end of the year	9,533,107	9,533,107
c) <b>Surplus in the Statement of Profit and Loss</b>		
At the commencement of the year	169,167,143	162,111,794
Add: Profit for the year	15,677,775	7,110,789
Less : Adjustment of Depreciation (Refer Note No.3.1)	-	(55,441)
At the end the end of the year	184,844,918	169,167,143
<b>TOTAL RS.</b>	<u><u>209,494,025</u></u>	<u><u>193,816,250</u></u>

3.1 In the previous year, the Company had adopted estimated useful life of fixed assets as stipulated by Schedule II to the Companies Act, 2013. Accordingly, depreciation of Rs.55,441 net of deferred tax of Rs.26,627 on account of assets whose useful life had already exhausted on April 01, 2014, has been adjusted against Profit & Loss Account.

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Particulars	As at	As at
	31st March 2016 Amount Rs.	31st March 2015 Amount Rs.
<b>4 Deferred Tax Liabilities (Net)</b>		
Difference between tax depreciation and book depreciation	275,856	348,426
<b>TOTAL RS.</b>	<b>275,856</b>	<b>348,426</b>
<b>5 Short-term Borrowings</b>		
<b>Secured:</b>		
Bank Over Draft (Secured by Fixed Deposits in the name of the Company)	12,984,172	31,905,370
<b>TOTAL RS.</b>	<b>12,984,172</b>	<b>31,905,370</b>
<b>6 Other Current Liabilities</b>		
Statutory Dues (Note 6.1)	41,264	45,069
Other Payables (Note 6.2)	478,783	2,501,507
Provision for Income Tax (Net)	245,272	356,279
Advance received from customer	500,000	-
6.1 Statutory Dues represents amounts payable towards Professional Tax, Provident Fund Payable, Service Tax and TDS etc.		
6.2 Includes Brokerage of Rs.NIL (P.Y. 21,12,623) due to legal case pending.		
<b>TOTAL RS.</b>	<b>1,265,319</b>	<b>2,902,855</b>

**7 Fixed Assets**

PARTICULARS	GROSS BLOCK			DEPRECIATION					NET BLOCK		
	As At 01/04/2015	Addition during the Year	Deductions during the Year	As At 31/03/2016	As On 01/04/2015	Addition during the Year	Retained Earnings	Deductions	As At 31/03/2016	As At 31/03/2016	As At 31/03/2015
<b>Tangible Assets</b>											
1 Office Building	1,853,230	-	-	1,853,230	633,105	29,285	-	-	662,390	1,190,840	1,220,125
2 Furniture & Fixtures	2,849,094	-	-	2,849,094	991,934	349,072	-	-	1,341,006	1,508,088	1,857,160
3 Office Equipments	407,540	9,000	10,200	406,340	253,933	134,287	-	9,690	378,530	27,810	153,607
4 Electrical Installation	199,193	-	-	199,193	41,596	21,906	-	-	63,502	135,691	157,597
5 Computer Equipments	567,763	-	-	567,763	524,530	14,845	-	-	539,375	28,388	43,233
6 Vehicles	36,065	-	-	36,065	28,490	3,298	-	-	31,788	4,277	7,575
<b>Total Rs.</b>	<b>5,912,885</b>	<b>9,000</b>	<b>10,200</b>	<b>5,911,685</b>	<b>2,473,588</b>	<b>552,692</b>	<b>NIL</b>	<b>9,690</b>	<b>3,016,590</b>	<b>2,895,095</b>	<b>3,439,298</b>
Previous Year Total	5,912,885	NIL	NIL	5,912,885	1,822,728	568,791	82,068	NIL	2,473,587	3,439,298	4,090,157

7.1 In the previous year, the Company had adopted estimated useful life of fixed assets as stipulated by Schedule II to the Companies Act, 2013. Accordingly, depreciation of Rs.55,441, net of deferred tax of Rs.26,627 on account of assets whose useful life had already exhausted on April 01, 2014, has been adjusted against Profit & Loss Account.

## CHARTERED CAPITAL AND INVESTMENT LIMITED

PARTICULARS	As At 31st March 2016		As At 31st March 2015	
	Nos.	Amount Rs.	Nos.	Amount
<b>8 Non-current Investments</b>				
(valued at cost unless stated otherwise)				
<b>Trade Investments (un-quoted)</b>				
<b>Investment in partnership firm *</b>				
96% (31 March 2015 : 96% ) share in the partnership firm Shabina enterprise		-	-	2,973,314
<b>Total Trade Investments (A)</b>		-		<b>2,973,314</b>
<b>Details of Investment in Shabina Enterprise</b>				
<b>- Partnership Firm</b>				
Name of the Partner and Share in Profits		31 March 2016		31 March 2015
Chartered capital and investment limited		96%		96%
Mohib N. Khericha		1%		1%
Sofia Mohib Khericha		1%		1%
Amritlal R. Sanghvi HUF		1%		1%
Sumitra A. Shanghvi		1%		1%
Total capital of the firm (Amount in Rs.)		-		3,097,200
* The Partnership Firm has been dissolved on 31.03.2016 & since capital is not recoverable it has been written off during the year.				
<b>Other Investments</b>				
<b>In Equity Shares (quoted, fully paid up)</b>				
Adani Port and Special Economic Zone Limited of Rs. 2/- each	39,580	6,576,861	39,580	6,576,861
Antarctica Limited of Rs. 2/- each	5,300	87,590	5,300	87,590
Ashoka Buidcon Limited of Rs. 5/- each	7,500	835,514	7,500	835,514
Bajaj Corp Limited .of Rs.1/- each	1,350	311,230	1,350	311,230
BGR Energy Systems Limited of Rs. 10/- each	1,049	891,095	1,049	891,095
TGB Banquets & Hotels Limited of Rs. 10/- each	63,083	2,455,089	78,408	2,741,623
Capital First Limited Rs.10/- each	1,007	1,077,916	1,007	1,077,916
Coal India Limited of Rs. 10/- each	8,250	2,796,559	2,200	798,794
DQ Entertainment Limited of Rs. 10/- each	14,919	2,111,007	14,919	2,111,007
DCM Limited of Rs. 10/- each	96,000	6,765,036	102,000	7,187,850
Electrosteel steel Limited of Rs. 10/- each	191,280	2,198,426	191,280	2,198,426
Gujarat Mineral Development Corporation Limited of Rs. 2/- each	78,633	6,712,996	78,633	6,712,996
Gravita India Limited of Rs. 2/- each	410	23,727	410	23,727
Grandma Trading & Agencies Ltd. Of Rs.1/- Each	20,800	537,473	-	-
Gujarat Industries Power Corporation Limited of Rs. 10/- each	33,300	2,264,400	33,300	2,264,400
Gujarat Pipava Limited of Rs. 10/- each	2,000	106,708	2,000	106,708
Hitech Gears Limited of Rs. 10/ each	4,000	1,376,945	4,000	1,376,945
IL & FS Transportation Networks Limited of Rs. 10/- each	26,176	6,366,259	26,176	6,366,259
Inoxwind Limited Rs.10/- each	2,500	868996	43,217	15,022,168
Industrial Finance Corporation of India Limited of Rs.10/- each	50,000	1,766,414	50,000	1,766,414
J D Orgochem Limited Rs. 1 each	900	121,500	900	121,500
Jain Irrigation System Limited	719	-	719	-
Jyothi Laboratory Limited of Rs. 1/- each	6,000	523,446	6,000	523,446
Kirloskar Electri Co.Ltd. Of Rs.10/- Each	96,030	2,610,682	-	-
Kolte-Patil Developers Limited of Rs. 10/- each	12,500	1,337,906	12,500	1,337,906
L & T Finance Holding Limited of Rs. 10/- each	107,500	7,995,208	107,500	7,995,208
Lippi Systems Limited of Rs. 10/- each	7,100	4,658	7,100	4,658
Moil Limited of Rs. 10/- each	4,000	2,199,472	4,000	2,199,472

**ANNUAL REPORT 2015-2016**

PARTICULARS	As At 31st March 2016		As At 31st March 2015	
	Nos.	Amount Rs.	Nos.	Amount
Muthoot Finance Limited of Rs. 10/- each	2,000	397,349	2,000	397,349
NHPC Limited of Rs. 10/- each	76,414	3,311,469	76,414	3,311,469
NTPC Limited of Rs. 10/- each	3,352	498,353	3,352	498,353
Pratiksha Chemicals Limited of Rs. 10/- each	3,400	36,000	3,400	36,000
Prism Cement Limited of Rs. 10/- each	48,700	469,745	48,700	469,745
Refinol Resin & Chemicals Limited of Rs. 10/- each	19,210	189,236	19,210	189,236
Reliance Industries Limited of Rs. 10/- each	8,804	3,075,276	8,804	3,075,276
Reliance Power Limited of Rs. 10/- each	720	173,404	720	173,404
S. Kumar Nationwide Limited of Rs. 10/- each	10,000	252,964	10,000	252,964
Tirupati Foams Limited of Rs. 10/- each	-	-	50,000	1,800,000
T D Power Systems Limited of Rs. 10/- each	1,134,252	2,488,446	1,134,252	2,488,446
Tv 18 Broadcast limited	3,465	130,845	3,462	130,845
TCI Finance Limited of Rs. 10/- each	27,000	73,170	27,000	73,170
Network 18 Media & Investment Limited of Rs. 5/- each	662	70,536	662	70,536
Zee Learn Limited of Rs. 1/- each	821	-	821	-
		<b>72,089,906</b>		<b>83,606,506</b>
<b>In Equity Shares (un-quoted, fully paid up)</b>				
Arrow Macca Ltd of Rs. 10/- each	6,500	66,360	6,500	66,360
Canal Glass Limited of Rs. 10/- each	7,600	103,832	7,600	103,832
Chartered Motors P. Ltd of Rs. 10/- each	-	-	102,225	2,044,500
Credence Sound & vision limited of Rs. 2/- each	60,000	42,000	60,000	42,000
Dairy Den Ltd. Of Rs. 10/- each	18	12,635	18	12,635
Frontline Corporation Limited of Rs. 10/- each	100	1,020	100	1,020
Indiatatia Refcon Ltd. of Rs. 10/- each	19,500	14,625	19,500	14,625
Janzen Cast Metal Ltd. of Rs. 10/- each	5,000	51,050	5,000	51,050
NEPC Agro Foods Limited of Rs. 10/- each	31,333	824,667	31,333	824,667
NEPC Textile Limited of Rs. 10/- each	11,474	356,206	11,474	356,206
Preyanshu Exports Ltd. of Rs. 10/- each	5,500	84,242	5,500	84,242
Purohit Construction Ltd of Rs. 10/- each	6,000	96,000	6,000	96,000
Simandhar Finance Limited of Rs. 10/- each	1,400	14,000	1,400	14,000
Tirupati Shettlers Ltd. of Rs. 10/- each	50,000	500,000	50,000	500,000
Less : Provision for diminution in value		(147,927)		(147,927)
		<b>2,018,710</b>		<b>4,063,210</b>
<b>In Non Convertible Debentures (Quoted) *</b>				
8.49% NTPC LTD Non Convertible Debentures of Rs. 12.50 each	3,352	-	-	-
* Received as Bonus Debentures on Shares of NTPC LTD		-		-
<b>In Mutual Funds (un-quoted)</b>				
IDFC Mutual Fund	100,000	1,000,000	100,000	1,000,000
DSP Black Rock Focus Fund 25	100,000	1,000,000	100,000	1,000,000
Reliance Small Cap Fund	100,000	1,000,000	100,000	1,000,000
		<b>3,000,000</b>		<b>3,000,000</b>
<b>Total Other Investments (B)</b>		<b>77,108,616</b>		<b>90,669,716</b>
<b>Total Non-current Investments (A+B)</b>		<b>77,108,616</b>		<b>93,643,030</b>
Aggregate amount of quoted investments		72,089,906		83,606,506
Market Value of quoted investments (excluding investment in Antractica Graphics Ltd. and S.Kumar Notion Ltd. in absence of any current quotation)		308,088,764		491,547,366
Aggregate amount of un-quoted investments		5,018,710		10,036,524
Aggregate provision for diminution in value on un-quoted investment		147,927		147,927



## CHARTERED CAPITAL AND INVESTMENT LIMITED

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>9 Long Term Loans and Advances</b>		
(Unsecured, considered good)		
Security Deposit	10,000	10,000
Inter Corporate Deposits	10,000,000	10,000,000
Other Loans and Advances*	6,825,000	7,125,000
* Includes Advances to others & Prepaid SEBI fees		
<b>TOTAL RS.</b>	<b>16,835,000</b>	<b>17,135,000</b>
<b>10 Other Non-current Assets</b>		
Bank Deposits		
- Maturing after 12 months from the reporting date	94,706,990	40,548,729
Cash Balance - Seized by Income Tax Department	260,000	260,000
<b>TOTAL RS.</b>	<b>94,966,990</b>	<b>40,808,729</b>
<b>11 Inventories</b>		
(Valued at Lower of Cost or Net Realisable Value)		
Closing Stock of Bonds	12,860,923	11,983,093
<b>TOTAL RS.</b>	<b>12,860,923</b>	<b>11,983,093</b>
<b>12 Trade Receivables</b>		
(Unsecured, considered good)		
Outstanding for a period exceeding six months from the date they are due for Payment	-	-
Outstanding for a period less than six months from the date they are due for Payment	293,845	67,343
<b>TOTAL RS.</b>	<b>293,845</b>	<b>67,343</b>
<b>13 Cash and Bank Balances</b>		
<b>Cash and Cash Equivalents</b>		
Cash on Hand	141,637	141,445
Balances with Banks in Current Accounts	907,923	673,842
	<b>1,049,561</b>	<b>815,287</b>
<b>Other Bank Balances</b>		
Balances with Bank		
Bank deposit with maturity of more than 3 month but less than 12 months	32,278,251	73,348,286
<b>TOTAL RS.</b>	<b>33,327,812</b>	<b>74,163,573</b>
<b>14 Short Term Loans and Advances</b>		
(Unsecured, Considered good)		
Advances recoverable in Cash or in Kind	11,451	233,582
Inter Corporate Deposits	3,216,792	2,804,718
<b>TOTAL RS.</b>	<b>3,228,243</b>	<b>3,038,300</b>
<b>15 Other Current Assets</b>		
Interest accrued on Fixed Deposits	12,618,848	14,810,535
<b>TOTAL RS.</b>	<b>12,618,848</b>	<b>14,810,535</b>

**ANNUAL REPORT 2015-2016**

Particulars	2015-16 Amount Rs.	2014-15 Amount Rs.
<b>16 Revenue from Operations</b>		
<b>Sale of Services</b>		
Merchant Banking Fees	3,844,017	1,163,750
Income/(Loss) from Traded Securities (Refer Note-16A)	5,677	90,625
Income/(Loss) from Dealing in Derivatives	138,181	8,801,087
	<b>3,987,875</b>	<b>10,055,462</b>
<b>Other Operating Income</b>		
Profit from Sale of Long Term Investments(Net)	3,372,063	-
Profit from Sale of Short Term Investments(Net)	2,791,028	-
Dividend Income	5,050,450	5,656,139
	<b>11,213,541</b>	<b>5,656,139</b>
<b>TOTAL RS.</b>	<b>15,201,417</b>	<b>15,711,601</b>
<b>16A Income/(Loss) from Traded Securities</b>		
Opening stock	11,983,093	10,750,669
Add: Purchase of Bonds	919,089	9,009,057
Less: Sale of Bonds	46,936	7,867,258
Less: Closing Stock	12,860,923	11,983,093
	<b>5,677</b>	<b>90,625</b>
<b>17 Other Income</b>		
Interest on Fixed Deposits	13,384,889	11,748,792
Interest on Bond Traded	940,255	1,188,172
Interest on Inter Corporate Deposits	3,197,226	2,662,349
Brokerage Income	-	46,672
Profit on Sale of Fixed Assets	490	-
<b>TOTAL RS.</b>	<b>17,522,859</b>	<b>15,645,985</b>
<b>18 Net Loss on sale of Investment</b>		
Loss from Short Term Investments(Net)	-	11,463,572
(Gain) from Long Term Investments	-	(3,595,719)
<b>TOTAL RS.</b>	<b>-</b>	<b>7,867,854</b>
<b>19 Employee Benefit Expenses</b>		
Salaries, wages and bonus	2,942,311	2,831,333
Director remuneration & allowance	1,461,600	1,456,500
Contribution to provident and other fund (Refer Note 25)	192,228	124,168
Staff welfare expenses	80,321	67,798
<b>TOTAL RS.</b>	<b>4,676,460</b>	<b>4,479,799</b>
<b>20 Finance Costs</b>		
Bank charges	7,554	5,738
Interest Expenses	2,874,547	2,777,348
<b>TOTAL RS.</b>	<b>2,882,101</b>	<b>2,783,086</b>

**CHARTERED CAPITAL AND INVESTMENT LIMITED**

Particulars	2015-16 Amount Rs.	2014-15 Amount Rs.
<b>21 Depreciation &amp; Amortisation Expense</b>		
Depreciation on Tangible Assets (Refer Note No. 7)	552,692	568,791
<b>TOTAL RS.</b>	<b>552,692</b>	<b>568,791</b>
<b>22 Other Expenses</b>		
Advertisement Exp.	28,532	30,731
Conveyance & Vehicle Expenses	305,628	360,578
Demat Expenses	5,806	6,566
Electricity Expenses	78,820	74,161
Legal and Professional Fees \$	219,974	757,201
Misc. Expenses *	55,039	361,426
Office Expenses	28,658	23,884
Postage and Telephone Expenses	107,741	152,383
Rent, Rates & Taxes	236,802	184,306
Repairs to Building	30,262	30,263
Repairs to Office & Computer Equipment	32,257	64,025
Security Transaction tax	41,038	734,331
Stationery & Printing Expenses	38,222	23,059
Sub. Membership & Reg.Fees	535,318	298,125
Travelling Expenses	45,866	15,986
Insurance Expenses	2,531	2,495
Investment in Firm Written off	2,973,314	-
<b>TOTAL RS.</b>	<b>4,765,809</b>	<b>3,119,521</b>

\* Includes Provision for Diminution in value of Shares Rs. Nil ( Previous Year Rs. 1,47,927).

\$ Includes Auditor's Remuneration (Including Service Tax) as below :

Particulars	2015-16 Amount Rs.	2014-15 Amount Rs.
Audit Fees	28,625	28,090

**23. Contingent Liabilities not provided in respect of:**

Nature of Liabilities	2015-16	2014-15
a. Disputed matters in appeals/contested in respect of:		<b>Amount (Rs.)</b>
Income Tax	5,83,551	6,21,828

Future cash outflows in respect of the above are determinable only on receipt of Judgments /decisions pending with various forums/authorities. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

**24. Related Party Disclosure****a) Names of related parties and nature of relationship****I. Key Management Personnel and their relatives (KMP)**

- |    |                             |                         |
|----|-----------------------------|-------------------------|
| 1. | Shri Sanantan Munsif        | Chairman                |
| 2. | Shri Mohib Khericha         | Managing Director       |
| 3. | Shri A.L. Sanghvi           | Vice Chairman           |
| 4. | Shri Manojkumar Ramrakhyani | Company Secretary       |
| 5. | Shri Javedmehdi S.Saiyed    | Chief Financial Officer |

**II. Enterprise under significant influence of key management personnel(Enterprise)**

- (i) Shabina Enterprise.
- (ii) TD Power Systems Limited
- (iii) Sapphire Finman Services LLP
- (iv) Laburnum Chemicals Private Limited

**b) Transactions with related parties**

Related party disclosure	Relationship	For the year 31/03/2016	For the year 31/03/2015
<b>Remuneration</b>			
Shri Mohib Khericha	KMP	14,61,600	14,56,500
Shri Manojkumar Ramrakhyani	KMP	10,22,450	9,29,500
Shri Javedmehdi S. Saiyed	KMP	6,88,350	6,16,200
<b>Investment written off</b>			
Shabina Enterprise	Enterprise	29,73,314	NIL
<b>Investments at the year ended (at cost)</b>			
Shabina Enterprise*	Enterprise	NIL	29,73,314
TD Power Systems Limited	Enterprise	24,88,446	24,88,446

\* No amounts pertaining to related parties have been provided for as doubtful debts, except that the Capital balance with Shabina Enterprise have been written off during the year and no amounts have been written back during the year.

**25. Employees' Benefits****(a) Defined Benefit Plan :**

The Payment of Gratuity Act is not applicable to company since number of eligible employees are less than requisite number.

**(b) Defined contribution plan :**

The Company has recognized the following amount in Profit and Loss Account which is included under contribution to funds.

Particulars	2015-16 Amount Rs.	2014-15 Amount Rs.
Employer's contribution to provident fund	2,13,828	1,40,668

**26. Earning Per Equity share (EPS)**

Particular	2015-16	2014-15
Profit (Loss) after tax	1,56,77,775	71,10,789
Weighted average number of equity shares	3,011,600	3,011,600
Basic and Diluted EPS	5.21	2.36
Nominal Value per share	10	10

## CHARTERED CAPITAL AND INVESTMENT LIMITED

27. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2015-16, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

	As at 31st March,2016	As at 31st March,2015
a. Principal and interest amount remaining unpaid	—	—
b. Interest due thereon remaining unpaid	—	—
c. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	—	—
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	—	—
e. Interest accrued and remaining unpaid	—	—
f. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	—	—

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors

### 28. Segment Reporting:

The company is engaged in the business of providing consultancy services and merchant banking services in India and there are no separate reportable primary or secondary segments as per Accounting Standard 17 Segment Reporting issued by the ICAI.

### 29. Corporate Social Responsibility (CSR) :

Provisions of Section 135 of the Companies Act, 2013, requires every Company having a net worth of Rupees 500 crore or more, or turnover of Rupees 1000 crore or more or a net profit of rupees 5 crore or more during any financial year shall spend at least 2% of the average net profits of the Company made during the three immediately preceding financial years on Corporate Social Responsibility (CSR).

Company doesn't fall in any of the above criteria, hence provisions of Section 135 of the Companies Act, 2013, is not applicable to the Company.

### 30. Activity in foreign currency

Expenditure & Income in foreign currencies – Nil

31. Investments of the Company have been considered by the management to be of long-term nature and hence they are valued at cost of acquisition. In respect of quoted investments where the market value is lower than the acquisition cost, provision is made for diminution in the value of such investments, if in the opinion of the board it is other than temporary phenomenon.

32. The company has been exempted from registration with Reserve Bank of India under Section 45 IA of Reserve Bank of India Act, 1934.

33. Previous year's figures have been rearranged and reclassified wherever necessary to correspond with the current year.

As per our report of even date attached

**For Mayank Shah & Associates**

*Chartered Accountants*

Firm Registration No. 106109W

**(M.S.SHAH)**

*PARTNER*

M. No. 44093

Ahmedabad

May 26,2016

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**(M.N. Khericha)**

Managing Director

DIN:00010365

**(A.L.Sanghvi)**

Vice Chairman

DIN:00010733

**(Manojkumar Ramrakhyani)**

Company Secretary

**(Javedmehdi S. Saiyed)**

Chief Financial Officer

## CHARTERED CAPITAL AND INVESTMENT LIMITED

(CIN: L45201GJ1986PLC008577)

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

### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)

Full name of the member attending \_\_\_\_\_

Full name of the joint-holder \_\_\_\_\_

(To be filled in if first named Joint holder does not attend meeting)

Name of Proxy \_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company held on **Tuesday, September 27, 2016 at 11.30 a.m.** at the registered office of the company at 711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad – 380006.

Folio No \_\_\_\_\_ DP ID No.\* \_\_\_\_\_ Client ID No.\* \_\_\_\_\_

\*Applicable for members holding shares in electronic form.

No. of Share(s) held \_\_\_\_\_

Member's / Proxy's Signature

### CHARTERED CAPITAL AND INVESTMENT LIMITED

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

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### 30<sup>th</sup> ANNUAL GENERAL MEETING ON SEPTEMBER 27, 2016

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-Mail Id : \_\_\_\_\_

Folio No./Client ID : \_\_\_\_\_

DP ID : \_\_\_\_\_

I/We, being the holder(s) of \_\_\_\_\_ equity shares of Chartered Capital And Investment Limited, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E Mail ID : \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E Mail ID : \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E Mail ID : \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on **Tuesday, September 27, 2016 at 11.30 a.m.** at the registered office of the company at 711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad – 380006 and at any adjournment thereof in respect of such resolutions as are indicate below:

Sr. No.	Resolutions	For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Annual Accounts of the Company for the year ended March 31, 2016. (Ordinary Resolution)		
2.	Re-appointment Non-executive Director Mr. A.L. Sanghvi as Director liable to retire by rotation. (Ordinary Resolution)		
3.	Re-appointment of M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad as Auditors and fix their remuneration. (Ordinary Resolution)		
<b>SPECIAL BUSINESS</b>			
4.	Approval of the payment of remuneration to Mr. Mohib N Khericha, Managing Director of the Company for the remaining period of his existing term i.e. for the period April 1, 2017 to March 31, 2019		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder : \_\_\_\_\_

Signature of Proxyholder(s) : \_\_\_\_\_

Note:

1. This form in order to be effective should be deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting duly completed and signed.
2. For resolutions, Explanatory Statement and notes, please refer to Notice of the 30<sup>th</sup> Annual General Meeting.

Affix  
Re.1/-  
Revenue  
Stamp







By Registered Post / Speed Post / Courier

TO,

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If undelivered please return to :  
**Chartered Capital And Investment Limited**  
Registered Office : 711, Mahakant, Opp. V.S. Hospital,  
Ellisbridge, Ahmedabad-380 006  
**CIN : L45201GJ1986PLC008577**