



CHARTERED LOGISTICS LIMITED

CHARTERED HOUSE,6,DADA ESTATE,SARKHEJ-SANAND CHOKDI,SARKHEJ,AHMEDABAD-382210

Website: www.chartered.co.in, Email: cs@chartered.co.in, Tel.: 079 26891752

CIN No. L74140GJ1995PLC026351

Date:27-08-2020

To,

Department of Corporate Services

Bombay Stock Exchange Limited

P J Tower

Dalal Street,

Mumbai-400 001

Dear Sir/Madam,

Ref: Company Code No.531977

Sub: Notice convening 25th AGM

In terms of Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015,we forward herewith a copy of Notice of 25th Annual General Meeting of Chartered Logistics Limited to be held on Friday,25th September 2020 at 10:00 AM.

Please take the same in your record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For Chartered Logistics Limited

For Chartered Logistics Ltd.

Company Secretary

(Khushi Bhatt)

(Company Secretary)



NOTICE

NOTICE is hereby given that the 25TH Annual General Meeting of the Members of Chartered Logistics Limited will be held on **Friday, September 25, 2020** at 10.00 A.M. at B/501, STELLAR, OPP.ARISTA, SINDHUBHAVAN ROAD,AHMEDABAD-380059 to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. Re-appointment of director(s) retiring by rotation

To appoint a Director in place of Mr. Harsh Gandhi (DIN: 03045752) who retires by rotation, and being eligible offers himself for reappointment.

3. Re-appointment of Statutory Auditors

To re-appoint Auditors of the company to hold office from conclusion of this Annual General Meeting to the conclusion of next annual General Meeting and to fix their remuneration and in this regard to consider and if thought pass, with or without modification(s), the following resolution thereof:

“RESOLVED THAT pursuant to the provisions of Sections 139(1), 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") with Rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s Vidya & Co. Chartered Accountants (Firm Registration No. 308022E), Ahmedabad be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the audit committee in consultation with auditors, and such remuneration may be paid as agreed upon between auditors and Board of Directors.

SPECIAL BUSINESS

4. To re-appoint Mr.Sandeep Shah(DIN: 01850151) for the second term as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5(Five) consecutive years:

To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution: RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mr.Sandeep Shah(DIN: 01850151)**, who holds office of Independent Director up to 31st March, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose **Mr.Sandeep Shah(DIN: 01850151)**'s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 31st March 2020 upto 30th March 2025."

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.



5. To appoint/Regularisation of Ms.Bhumika Rajput(DIN: 07721299) as an Independent Director

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

“RESOLVED THAT, Ms.Bhumika Rajput(DIN: 07721299) who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. November 25,2019 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section on 161, 149, 152 read with Schedule IV and 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible,offer herself for appointment, and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member signifying her intention to propose **Ms.Bhumika Rajput(DIN: 07721299)** candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for 5 (Five) consecutive years commencing from 25th Annual General Meeting to the conclusion of 30th Annual General Meeting.

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To appoint/Regularisation of Mr. Hemaram Choudhary(DIN: 08817929) as an Independent Director

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

“RESOLVED THAT, Mr. Hemaram Choudhary(DIN: 08817929) who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. August 10,2020 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section on 161, 149, 152 read with Schedule IV and 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member signifying his intention to propose **Mr. Hemaram Choudhary(DIN: 08817929)** candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for 5 (Five) consecutive years commencing from from 25th Annual General Meeting to the conclusion of 30th Annual General Meeting.

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Re-appointment of Mr.Lalitkumar Gandhi (DIN:00618427) as Managing Director

To re-appoint for the period of 5 years and to approve the payment of remuneration for the period of 5 years and in this regard to consider and thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT, pursuant to provisions of Section196,197,203 and any other applicable provisions, if any, of Companies Act 2013 and rules made there under(including any statutory modification(s) or re-enactment there for time being in force)and in supersession and/or confirmation of resolution passed by the members of 25th Annual General Meeting to be held on August 18 for re-appointment and payment of remuneration of Mr. Lalitkumar Gandhi as Managing Director of the company be and are hereby accords period of five (5) years with effect from October 1,2020 to September 30,2025,on terms and conditions including remuneration for the period of 5 years with effect from April 1,2020 to March 31,2025 as mentioned in Explanatory statement annexed to notice convening this meeting and more particularly set out in draft agreement to be entered into by company with Mr. Lalit kumar Gandhi and placed before this meeting duly initiated by Chairman for the purpose of identification and which draft is hereby specifically approved, with liberty to Board of Directors to alter and vary the terms



Chartered Logistics Ltd.

and conditions of the said re-appointment and /or remuneration, subject to same not exceeding the limits specified under Schedule V of the Companies Act,2013 or any statutory modification(s) ir re-enactment thereof.

“RESOLVED FURTHER THAT, notwithstanding anything to the contrary herein contained, in event of any loss, absence or inadequacy of profits of the Company in any financial year during 5 years with effect from October 1,2020 to September 30,2025 the remuneration mentioned in the Explanatory statement hereunder and in above referred draft agreement shall be paid to Mr. Lalitkumar Gandhi as the minimum remuneration and same shall be subject to the limits as set out in Schedule II of Part II of Schedule V of 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 authorised to do all acts, deeds and things and executes such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of the directors to give effect to aforesaid resolution.”

Place: Ahmedabad
Date: August 27, 2020

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



NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the commencement of the meeting. Proxy/Proxies submitted on behalf of limited companies, societies etc must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty(50) members and holding in aggregate not more than ten(10) percent of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than Ten(10) percent of the total share capital of the company carrying voting rights then such proxy shall not act as a proxy for any other person or shareholder. Only registered members of the company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act,2013("the Act").In case any shareholder has voted electronically then he/she can participate in the meeting but not vote.
2. The Statement setting out the material facts pursuant to Section 102 of the Act concerning the special business in the notice annexed hereto and forms part of this notice. The relevant details as required under Regulations 36(3) of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015 and Secretarial Standard on General meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of the persons seeking appointment/re-appointment as Directors ,is also annexed to this notice.
3. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.chartered.co.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com . Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company's Registrar and Share Transfer Agent. Alternatively, member may send an e-mail request at the email id info@skylinerta.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
4. The Register of members and Share Transfer Books of the Company will remain close from **Saturday, September 19, 2020 to Friday, September 25,2020(both days inclusive)**.During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three(3) days of notice in writing is given to the company
5. Equity shareholders holding shares in physical form are requested to send their NECS Mandate Form in the format available for download on the Company's website www.chartered.co.in , duly filled in, under the signature of the Sole/First joint holder, to the Registrars and Share Transfer Agent of the Company Skyline Financial Services Private Limited. In case of Equity Shareholders holding shares in Electronic form, the NECS Mandate Form will have to be sent to the concerned Depository Participants (DPs) directly. For shareholders who have not updated their bank account details, dividend warrants/demand drafts/ cheques will be sent out to their registered addresses once the postal facility is available.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. Members can avail of facility of nomination in respect of the shares held by them in physical form pursuant to the provisions of Section 72 of Companies Act,2013. Members desiring to avail this facility may send their nomination in prescribed form SH-13 duly filed to Skyline Financial Services Private Limited, Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants.
8. Pursuant to provisions of Section 124(5) of the Act, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the company is required to be transferred to the Investor Education and Protection Fund(IEPF) of the Central Government. Further pursuant to Section 124(6) of the Act, read with



Investor Education and Protection Fund Authority(Accounting, Audit, Transfer and Refund)Rules,2016("The IEPF Rules) and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of IEPF authority. Accordingly during the financial year,the unclaimed dividend declared by the company for the financial year 2011-12 were transferred to IEPF, the shares of the are in process to get transferred to demat account of the IEPF authority. The details of the unclaimed dividends are available on Ministry of Corporate Affairs at www.mca.gov.in.

9. SEBI has mandated the submission of Permanent Account Number(PAN) for participating in the securities market deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant(DP)in case of the holdings in dematerialization form or to Skyline Financial Services Private Limited. In case of holdings in physical form,mentioning your correct reference folio number.
10. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies(Share capital and Debentures)Rules,2014. Members holding shares in physical form may file nomination in the prescribed form SH-13 with Skyline Financial Services Private Limited. In respect of the shares held in demat form, the nomination form may be filed with respective DP.
11. SEBI Notification No.SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and further amendment vide notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 requests for effecting transfer of securities(except incase of transmission or transposition of securities) shall not be processed from 1st April 2019 unless the securities are held in dematerialized form with depositories. Therefore members are requested to take action to dematerialize the equity shares of the Company, promptly. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney,change of address, change of name, e-mail address, contact numbers etc to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Skyline Financial Services Private Limited.
12. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Electronic copy of Annual report for FY 2019-2020,Notice of the 25th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance sheet/Proxy form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.For members who have not registered their e-mail address,physical copies of the Notice of 25th Annual General Meeting inter-alia indicating the process and manner of remote e-voting along with Attendance Slip/Proxy Form is being sent in the permitted mode.
13. (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of Central Depository Securities Limited (CDSL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.chartered.co.in during the following voting period.
Commencement of e-voting : From 9.00 a.m. on 22nd September, 2020
End of e-voting : Up to 5.00 p.m. on 24th September, 2020
E-voting shall not be allowed beyond **24th September 2020**. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **18th September 2020**
- (b) The company has engaged the services of CDSL as the Authorized Agency to provide e- voting facilities.
- (c) The company has appointed Ms. Anamika Jajoo, Practicing Company Secretary as scrutinizer for conducting and scrutinizing the e-voting process in a fair and transparent manner.
14. In view of Green initiative being undertaken by the Company, members who have not yet registered their e-mail ID address so far are requested to register/update their e-mail address with Skyline Financial Services Private Limited or with the Company at cs@chartered.co.in. Shareholders holding shares in dematerialized form are requested to register their e-mail



addresses and changes therein with the concerned Depositories through their DP. Members may also note that the Notice of Annual General Meeting for Annual General Meeting for 2019-20 will also be available on Company's website www.chartered.co.in for download. Route Map showing directions to reach to the venue of 25th Annual General Meeting is given in this Annual report.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on from 9.00 a.m. on 22nd September, 2020 and ends on 5.00 p.m. on 24th September, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **18th September 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. OR
 Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders 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"> • Shareholders 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 / communicated by mail indicated in the PAN field.
Dividend Bank Details OR 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"> • 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the 200827024 for the relevant <Chartered Logistics Limited> on which you choose to vote.



- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

(xx) 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 and register themselves as Corporate
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 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.
 - Alternatively Non individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@chartered.co.in(designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) 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, under help section or write an email to - helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Place: Ahmedabad
Date: August 27, 2020

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



Explanatory Statement Pursuant to Section 102(1) of the Companies Act,2013

The following explanatory statements, as required under Section 102 of the Companies Act,2013, set out all material facts relating to the business under Item Nos. 4:

Item No.4

To re-appoint Mr.Sandeep Shah(DIN: 01850151) for the second term as an Independent Director of the Company,not liable to retire by rotation, to hold office for 5(Five) consecutive years:

As per the provisions of Section 149, Section 152 and other applicable provisions,if any, of the Companies Act,2013("The Mr.Sandeep Shah(DIN: 01850151) was appointed as an Independent Director of the company in the financial year 2015 for the period starting from 01st April, 2015 to 31st March, 2020. As per the provisions of Section 149 of the Companies Act,2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such reappointment in the Board's Report. Schedule IV of the Companies Act, 2013 provides for performance evaluation by the Board before extending the term of Independent Director Mr.Sandeep Shah has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act,2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013. In the opinion of the Board, Mr.Sandeep Shah fulfills the conditions provided in the Act and the Rules made thereunder for reappointment as Independent Director and is independent of the management. Brief background of Mr. Mr.Sandeep Shah is exhibited separately. The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the vast experience, knowledge and the possession of relevant expertise by Mr.Sandeep Shah(DIN: 01850151) his continued association would be of immense benefit to the Board and recommend the Resolution for your approval. None of the Directors/Key Managerial Personnel or their relatives except Mr.Sandeep Shah(DIN: 01850151) is concerned or interested financially or otherwise is in the said Resolution.

Brief Profile of Independent Director: Mr. Sandeep Shah is a Chartered Accountant and has got M.Com's degree as well. Mr. Sandeep Shah is serving the company as an Independent director for the second term. Mr.Sandeep Shah is also serving as Director in RCC Limited and Oswal Infrastructure Limited.The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the said Act for being reappointed as Independent Directors.

A draft letter of appointment setting out the terms and conditions of appointment for an Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office during normal hours on working days up to the date of the AGM and will also be kept open at the venue of the AGM.

No Director, Key Managerial Personnel or their relatives, except Mr. Sandeep Shah to whom the resolution relates, is interested or concerned with the resolution.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as annexure to this Notice.

Item No.5

Regularisation of Ms.Bhumika Rajput(DIN: 07721299) as an Independent Director:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed **Ms.Bhumika Rajput(DIN: 07721299)** as Additional Independent Director of the Company, not liable to retire by rotation, for a term of five years was appointed as additional non-executive independent director by the Board on 25th November 2019 subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article 129 of the Articles of Association of the Company, the Director shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Director. The Company has received declaration from **Ms.Bhumika Rajput** to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, she fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Sunday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.



Brief Profile of Independent Director: Ms.Bhumika Rajput is a professional who holds degree from ICSI. She is having knowledge about logistics sector and corporate planning, understanding regulatory environment etc.

Further the detail and current directorship of the above Director is provided in the Annexure to this Notice. In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of Listing Regulations the appointment of Ms.Bhumika Rajput as Independent and Non –Executive Director is now being placed before the Members for their approval.

The Board recommends the Resolutions at Item Nos. V of this Notice for approval of the Members. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. IV of this Notice. Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

Item No.6

Regularisation of Mr.Hemaram Choudhary(DIN:08817929) as an Independent Director:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed **Mr.Hemaram Choudhary(DIN:08817929)** as Additional Independent Director of the Company, not liable to retire by rotation, for a term of five years was appointed as additional non-executive independent director by the Board on 25th November 2019 subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article 129 of the Articles of Association of the Company, the Director shall hold office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director. The Company has received declaration from **Mr.Hemaram Choudhary(DIN:08817929)** to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, he fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Sunday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief Profile of Independent Director: Mr.Hemaram Choudhary(DIN:08817929) is a professional who holds degree in PGDM in Supply Chain Management having knowledge about logistics sector and operations.

Further the detail and current directorship of the above Director is provided in the Annexure to this Notice. In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of Listing Regulations the appointment of **Mr.Hemaram Choudhary(DIN:08817929)** as Independent and Non –Executive Director is now being placed before the Members for their approval.

The Board recommends the Resolutions at Item Nos. VI of this Notice for approval of the Members. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. VI of this Notice. Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

Item No.7 Re-appointment of Mr.Lalitkumar Gandhi(DIN:00618427) as Managing Director:

Mr. Lalitkumar Gandhi, 59 years is a promoter and Managing Director having vast experience in Logistics Sector .His current tenure for appointment of Managing Director would end on 30th September 2020.He has excellent grasp and thorough knowledge in the field. His knowledge of various aspects relating to the Company’s affairs and long business experience, the Board of Directors is of opinion that for the smooth and efficient running of the business, the services of Mr. Lalitkumar Gandhi should be available to the company for the further period of 5 years with effect from October 1, 2020. In terms of the Companies Act and Articles of Association of the Company, the committees of the Board and Board of Directors have, at their meeting re-appointed him as Managing Director for the further period of five years with effect from October1, 2020 on the Current remuneration of Rs.1,50,000/- p.m. (Rs.12,00,000/- p.a.). Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Lalitkumar Gandhi, Managing Director:- Salary= Rs.1,50,000/-



In addition to the above, he shall be entitled to receive the following:-

Category-A

Housing:

- a) Expenditure by the Company on hiring furnished accommodation subject to the ceiling of 60% of salary over and above 10% payable by Managing Director
 - b) If the accommodation is owned by the company, 10% of the salary of Managing Director shall be deducted by the company.
 - c) In case no accommodation is provided by the company, Managing Director shall be entitled to House Rent allowance not exceeding 60% of his salary.
2. Medical benefit All medical expenses incurred for himself and his family shall be reimbursed. 3. Leave travel concession: For self and family once in year incurred in accordance with the rules of the Company
4. Club Fees Annual fees of club, subject to maximum of two clubs. This will not include admission and life membership fees.
5. Personal Accident Insurance Personal insurance of an amount annual premium of which does not exceed Rs.10,000/

Category –B

Contribution to Provident fund and Superannuation fund will not be included in computation of ceiling on perquisites to the extent they are, either singly or put together not taxable under the Income Tax,1961,Gratuity Act or as per the Gratuity Scheme of the Company whichever is higher.

Category-C

The company may provide a car with driver and telephone. Provision of car and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone on use of car for personal purpose shall be billed by the Company. Notwithstanding anything contained to the contrary herein contained, wherein any financial year during the currency of the tenure of the Managing Director ,the company has no profits or its profits are inadequate, the company will pay salary and perquisites as specified above and in addition thereto perquisites not exceeding the limits specified under Companies Act,2013 from time to time. The Board of Director and the committee have re-appointed Mr. Lalitkumar Gandhi as the Managing Director of the company subject to the approval of the members in General meeting for the period of 5 years with effect from October1, 2020. None of the Directors except Mr. Lalitkumar Gandhi himself is in any way concerned or interested in the said resolution. The board recommends the resolution set forth for the approval of Members.



**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)**

Name of the Director	Mr. Harsh Gandhi	Mr.Sandeep Shah	Ms.Bhumika Rajput	Mr.Hemaram Choudhary	Mr.Lalit Kumar Gandhi
Director Identification Number (DIN)	03045752	01850151	07721299	08817929	00618427
Age	30 years	41 years	27 years	35 years	59 years
Date of Appointment on Board	23/06/2012	31/01/2008	25/11/2019	10/08/2020	16/06/1995
Qualification	Graduation in business management from London	M.Com FCA	Company Secretary	PGDM in Supply Chain Management	B.com
Shareholding in Chartered Logistics Limited	47550	0	0	0	24308437
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1.Chartered Motors Private Limited 2. Universal Lifeline LLP	1.RCC LIMITED 2.OSWAL INFRASTRUCTURE LIMITED	1.KRISHNA TRANS-MOVERS PRIVATE LIMITED 2.CORPORATEMANTRA LEGALIS PRIVATE LIMITED	NIL	1. TECHNO OFFICE SPACE LLP 2. EKTARAJ INFRA PROJECTS LLP
Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across Public/Public Companies(excluding this)	Nil	Nil	Nil	Nil	Nil
Nature of Director's Interest in any of resolutions	Except Mr. Lalit Kumar Gandhi and Mr. Harsh Gandhi, none of the remaining directors is concerned or interested in the resolution	Except Mr. Sandeep Shah none of the remaining directors is concerned or interested in the resolution	Except Ms.Bhumika Rajput none of the remaining directors is concerned or interested in the resolution	Except Mr. Hemaram Choudhary none of the remaining directors is concerned or interested in the resolution	Except Mr. Lalitkumar Gandhi and Mr.Harsh Gandhi none of the remaining directors is concerned or interested in the resolution