



NOTICE

NOTICE is hereby given that the 24TH Annual General Meeting of the Members of Chartered Logistics Limited will be held on Monday, September 23, 2019 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 2019, 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 approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies

Act, 2013, not exceeding Rs. 250 crores:

To consider and if thought fit to pass the following resolution with or without modification as a Special

Resolution: **“RESOLVED THAT** in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed by the Reserve bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, to borrow at any time or from time to time by obtaining loans, and/or advances, overdraft facilities, lines of credit, commercial papers, non- convertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporates or other eligible investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs 250 crores (Rupees Two Hundred fifty Crores only).



RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

**Place: Ahmedabad
Date: August 21, 2019**

**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. The Register of members and Share Transfer Books of the Company will remain close from **September 17, 2019 to September 23, 2019 (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.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. 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 same has not yet been 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.
6. 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.
7. 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.
8. 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 in case 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.



9. Electronic copy of Annual report for FY 2018-19, Notice of the 24th 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 24th 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.
10. (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.evoting.cdsl.com during the following voting period.
- Commencement of e-voting : From 10.00 a.m. on 20th September, 2019
End of e-voting : Up to 5.00 p.m. on 22nd September, 2019
- E-voting shall not be allowed beyond 22nd September, 2019. 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 16th September, 2019.
- (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.
12. 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 2018-19 will also be available on Company's website www.chartered.co.in for download. Route Map showing directions to reach to the venue of 24th 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 10.00 a.m. on 20th September, 2019 and ends on 22nd September, 2019 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 16th September, 2019 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
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com 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:



(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">Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <ul style="list-style-type: none">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. 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). |

- (viii) (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN (190814030) for the relevant <Chartered logistics Limited> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) 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.
- (xi) 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.

Place: Ahmedabad
Date: August 21, 2019

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 approve power to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act,2013, not exceeding 250 Crores**

The existing borrowing limit of the Company was approved by the members in their General Meeting held in 2007,pursuant to the provisions of Section 180(1)(c) of the Companies Act,2013.The current borrowing limit as approved by the shareholders is INR 250 Crores.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from INR 500 Crores to INR 700 Crores. The approval of members is sought pursuant to Section 180(1)(c) of the Companies Act,2013 and the rules made thereunder.

The board commends the special resolution set out for approval of members. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out in the notice.

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 |
| Director Identification Number (DIN) | 03045752 |
| Age | 28 years |
| Date of Appointment on Board | 23/06/2012 |
| Qualification | Graduation in business management from London |
| Shareholding in Chartered Logistics Limited | 47550 |
| List of Directorshipsheld in other Companies(excluding foreign, private and Section 8 Companies) | 1. Universal Lifeline Private Limited 2.Chartered Motors Private Limited * Universal Lifeline Private Limited was a private limited company upto 30 th April 2019. The company was converted into LLP(Universal Lifeline LLP) from 01 st May 2019. |
| Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies | NIL |
| Nature of Directors Interest in any of resolutions. | Except Mr. Lalitkumar Gandhi and Mr. Harsh Gandhi none of remaining directors is concerned or interested in the resolution |

The Board recommends the above special resolution for your approval. No Director or any of the Key Managerial Personnel of the Company or their relatives are directly, or indirectly, concerned or interested in the Resolution