



# *Chartered Capital And Investment Limited*

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Fax : 079 - 2657 5731, E-mail : info@charteredcapital.net, Website : www.charteredcapital.net, CIN : L45201GJ1986PLC008577.

CCIL/SE/2023  
September 4, 2023

**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: Intimation of date of 37<sup>th</sup> AGM & submission of AGM Notice**

In continuation of our letter dated August 29, 2023, we hereby inform you that the 37<sup>th</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on Thursday, September 28, 2023 at 11:30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the Notice of the 37<sup>th</sup> AGM including the details relating to e-voting, book closure etc, is attached herewith for your reference.

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

## NOTICE

Notice is hereby given that 37<sup>th</sup> Annual General Meeting of the company will be held on **Thursday, September 28, 2023 at 11:30 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2023 and the Profit and Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sofia M. Khericha (DIN: 02695350), who retires by rotation and being eligible, has offered herself for re-appointment.

### **SPECIAL BUSINESS**

3. To approve the modification in the terms of appointment of Mr. Mohib N. Khericha (DIN: 00010365), as Managing Director of the company by making him a director liable to retire by rotation in terms of section 152(6) of Companies Act, 2013, for the remaining period his existing term as Managing Director of the Company which will expire on March 31, 2024 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V 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), other applicable provisions of the applicable laws and approval by the Board, consent of the members of the Company be and is hereby accorded for partial modification in the terms of re-appointment of Mr. Mohib N. Khericha (DIN : 00010365) as Managing Director by making him a director whose period of office is liable to determination by retirement of Director by rotation for the purpose and in accordance with the provisions of section 152(6) of the Companies Act, 2013 with effect from April 18, 2023 until March 31, 2024 (being the last date of his exiting term i.e. April 1, 2019 upto March 31, 2024 as Managing Director of the Company) with all other terms and conditions of his re-appointment and remuneration as approved by the shareholders at 32<sup>nd</sup> Annual General Meeting of the Company held on September 29, 2018 and 35<sup>th</sup> Annual General Meeting of the Company held on September 29, 2021, remaining unchanged."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and such other provisions as may be applicable and based on the recommendation of Nomination and Remuneration Committee and approval by the Board, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mohib N Khericha (DIN : 00010365) as the Managing Director of the Company, on terms and conditions including remuneration, for a period of 3 (three) years with effect from April 1, 2024 upto March 31, 2027 as mentioned in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the power conferred by this Resolution) to alter and vary the terms and conditions of the said re-appointment and/or remuneration, subject to same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**“RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of 3 (three) years with effect from April 1, 2024 upto March 31, 2027, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Mohib N Khericha as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors**

**Place: Ahmedabad**

**Date: August 29, 2023**

**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

**Notes**

- i) In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular dated April 8, 2020, dated April 13, 2020, dated May 5, 2020, dated January 13, 2021, dated December 14, 2021, dated May 5, 2022, dated May 13, 2022 and dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and other relevant circulars issued by the Securities and Exchange Board of India (“SEBI”), including SEBI Circular dated dated January 5, 2023, from time to time (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) upto September 30, 2023, without physical presence of members at a common venue and exempts companies from the provision of dispatching hard copies of annual report for this fiscal 2023. Accordingly, soft copies of the Annual Report 2023 and the Notice of the General meeting will be emailed to shareholders. However, hard copy of full annual report will be sent to those shareholders who request for the same. Members whose email id is not registered with the Company may write to [info@charteredcapital.net](mailto:info@charteredcapital.net) for obtaining the soft copy of the Annual Report and Notice of AGM. Hence, in compliance with the Circulars, the AGM of the Company is being convened through VC/OAVM and the venue of the AGM shall be deemed to be the registered office of the Company. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice. The instructions for e-voting and attending the AGM through VC/OAVM are provided under Note No. ix of the Notice.
- ii) Since the AGM is being held in accordance with the aforesaid Circulars through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this AGM. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- iii) The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the special business set out in this Notice and the relevant details pursuant to SEBI Listing Regulations are annexed hereto.
- iv) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notes to the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- v) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- vi) As required under Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, brief profile of Directors/Managing Director seeking appointment and/or re-appointment at this AGM is mentioned hereunder:

<b>Name of the Director</b>	Mrs. Sofia M Khericha	Mr. Mohib N. Khericha
<b>DIN</b>	02695350	00010365
<b>Date of Birth / Age</b>	November 13, 1957 /65 years	August 04, 1952 / 71 Years
<b>Qualifications</b>	B.A. (English Literature) Honours, L.L.B.	FCA
<b>Date of First Appointment</b>	September 30,2014	March 21, 1986
<b>Brief Resume &amp; Nature of Expertise in specific functional areas</b>	Over 16 years of experience in the field of banking, Airline industry and Retail Garment sector.	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. He is also on Board of various Public Limited Companies. He is having wide contacts/ relations with brokers, underwriters, NRIs and High Networth Investors and also has wide experience in marketing the issue effectively and getting accurate feedback during the IPO. He has been Chairman of the Capital Market committee of the Gujarat Chambers of Commerce and Industry during the year 2003-04.
<b>List of outside Directorship in Indian Companies</b>	<i>Listed</i> None <i>Unlisted</i> Laburnum Chemicals Private Limited	<i>Listed</i> Mazda Limited TD Power Systems Limited <i>Unlisted</i> Laburnum Chemicals Private Limited Kirloskar Power Build Gears Limited DF Power Systems Private Limited
<b>Listed entities from which person has resigned in past 3 years</b>	None	None
<b>Chairmanship/Membership of Committees held in other Listed companies*</b>	None	<u>TD Power Systems Ltd</u> Audit Committee - Member Stakeholders Relationship Committee - Chairman <u>Mazda Limited</u> Audit Committee – Chairman
<b>Chairman/member of the committee of the Board of Directors of our Company*</b>	Member of Audit Committee & Stakeholders Relationship Committee	Member of Stakeholders Relationship Committee
<b>Shareholding in the company</b>	1,29,000 Equity Shares (4.28%)	21,10,734 Equity Shares (70.09%)
<b>No of meetings attended in FY 2022-2023</b>	6	6
<b>Relationships, if any, between directors</b>	Wife of Mr. Mohib N Khericha, Managing Director of the Company.	Husband of Mrs. Sofia M. Khericha, a Director of the Company.
<b>Terms &amp; Conditions of the appointment</b>	Liable to retire by rotation	for a period of 3 years from April 1, 2024 but liable to retire by rotation**

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

\*\* Subject to approval of shareholders at this AGM.

- vii) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer at his email id rupawala\_ca@yahoo.co.in or to the Company at the email id info@charteredcapital.net or upload on the VC portal/e-voting portal (NSDL).
- viii) The Register of Members and Share Transfer Books of the company will remain closed from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
- ix) **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the aforesaid Circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue e-voting during the AGM will be provided by NSDL.

In line with the aforesaid Circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice calling the AGM has been uploaded on the website of the Company at [www.charteredcapital.net](http://www.charteredcapital.net). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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 21, 2023, shall be entitled to avail the facility of remote e-voting as well as venue e-voting during 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. Thursday, September 21, 2023, shall be entitled to exercise his/her vote either through remote e-voting or venue e-voting during the AGM by following the procedure mentioned in this part.

The remote e-voting will commence on Monday, September 25, 2023 at 9:00 a.m. and will end on Wednesday, September 27, 2023 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. Thursday, September 21, 2023, may cast their vote electronically. The remote e-voting module shall be disabled for voting by NSDL 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 21, 2023.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on September 25, 2023 at 9:00 a.m. and ends on September 27, 2023 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 21, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2023.**

**How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <b>https://eservices.nsdl.com</b> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

## CHARTERED CAPITAL AND INVESTMENT LIMITED

Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<b>a) For Members who hold shares in demat account with NSDL.</b>	<b>8 Character DP ID followed by 8 Digit Client ID</b> <b>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</b>
<b>b) For Members who hold shares in demat account with CDSL.</b>	<b>16 Digit Beneficiary ID</b> <b>For example if your Beneficiary ID is 12***** then your user ID is 12*****</b>
<b>c) For Members holding shares in Physical Form.</b>	<b>EVEN Number followed by Folio Number registered with the company</b> <b>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</b>

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those members whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rupawala\\_ca@yahoo.co.in](mailto:rupawala_ca@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/ Password"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries or you need any assistance, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 info@charteredcapital.net.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 info@charteredcapital.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@charteredcapital.net. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  6. Shareholders who would like to express their views/have questions may send their questions in advance atleast 7 days prior to meeting mentioning their name demat account number/folio number, email id, mobile number at info@charteredcapital.net. The same will be replied by the company suitably.
- x) For any sort of query or information including e-voting, the shareholders may also contact Mr. Manoj Kumar Ramrakhyani, Company Secretary at the registered office address of the Company or write an email to info@charteredcapital.net or call him at Tel: 079- 2657 5337, 2657 7571.

- xi) The facility for e-voting would be made available at the AGM and the members attending the meeting who have not already casted their votes by remote e-voting shall be able to exercise their right at the meeting. The members who have already casted their vote by remote e-voting prior to the Meeting, may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.
- xii) In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-2023 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 for the year 2022-2023 will also be available on the Company's website at <https://www.charteredcapital.net/investors/> and websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- xiii) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. ix. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not casted their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.
- xiv) All the relevant documents as mentioned in the Resolutions and/or Explanatory Statement, if any, and other applicable Statutory Records will be available electronically for inspection by the members during the AGM.
- xv) All the relevant documents as mentioned in the Resolutions and/or Explanatory Statement, if any, are available for inspection by the Members at the Registered Office of the Company from 11.00 am to 1.00 pm on any working day till the date of AGM and will also be made available at the Annual General Meeting of the Company.
- xvi) The Board of Directors has appointed Mr. D.A. Rupawala, Proprietor D.A. Rupawala & Associates, Practicing Chartered Accountants as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. After the conclusion of voting at the AGM, the Scrutinizers will submit a report after taking into account votes cast at the AGM and through remote e-voting in accordance with provisions of Rule 20 of Companies (Management and Administration) Rules, 2014, as amended.
- xvii) The Scrutinizer shall, after the conclusion of e voting at the AGM, first scrutinise the votes casted vide e-voting during the AGM and thereafter shall, unblock the votes casted through remote e-voting. The Scrutinizer shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty-eight) hours of the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xviii) The consolidated results in respect of voting 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 NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.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.
- xxi) Members are requested to notify immediately any change in address, email ids, Bank account details etc :
- To their Depository Participants (DPs) in respect of the electronic share accounts; and
  - To Company's Registrar and Transfer Agent of the Company in respect of their Physical share folios along with Bank particulars.
- xx) **To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.** Members are required to immediately inform the Company's Registrars and Transfer Agents (in case of shares held in physical form), Link Intime India Private Limited and to the respective Depository Participants (in case of shares held in dematerialized/electronic form) the details about their email addresses, if any.

As part of this initiative, hitherto soft copies of the Annual Report and the Notice of Annual General Meeting were sent to all members whose email addresses are registered with the Company/Depository Participants. Physical copies of the same were sent in the permitted mode only to members whose email addresses were unavailable. However, in terms of the aforesaid MCA and SEBI Circulars and all other relevant circulars issued from time to time exempting Companies from the provision of hard copies for this fiscal 2023, only soft copies of the Annual Report 2023 and the Notice of the Annual General Meeting will be emailed to shareholders. Members whose email id is not registered with the Company may write to [info@charteredcapital.net](mailto:info@charteredcapital.net) for obtaining the soft copy of the Annual Report and Notice of AGM.

- xxi) 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.
- xxii) 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.
- xxiii) The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Link Intime India Private Limited. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
- xxiv) As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form. Even the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all the risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. Link Intime India Private Limited are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
- xxv) The Annual Listing Fees for the year 2023-2024 of the stock exchange on which shares of the company are listed, has been paid.
- xxvi) 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 7 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.
- xxvii) **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.
- xxviii) Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

**By order of the Board of Directors**

Place: Ahmedabad  
Date: August 29, 2023

**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

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

Mr. Mohib N Khericha was appointed as Managing Director of the Company by the members at the 32<sup>nd</sup> Annual General Meeting held on September 29, 2018 for a period of 5 years from April 1, 2019 to March 31, 2024. Shareholders of the Company at 35<sup>th</sup> Annual General Meeting held on September 29, 2021 have also approved his continuation as a Managing Director even after attaining age of 70 years on August 4, 2022 on terms and conditions of appointment and remunerations approved by the shareholders.

One of the general conditions of his appointment as Managing Director was that he shall not be liable to retire by rotation. However, consequent to the resignation by Mr. A. L. Sanghvi on April 12, 2023, it become necessary to make partial modification in the terms of re-appointment of Mr. Mohib N. Khericha (DIN : 00010365) as Managing Director by making him a director whose period of office is liable to determination by retirement of Directors by rotation for the purpose and in accordance with the provisions of section 152(6) of the Companies Act, 2013 with effect from April 18, 2023 until March 31, 2024 (being the last date of his exiting term i.e. April 1, 2019 upto March 31, 2024 as Managing Director of the Company) with all other terms and conditions of his re-appointment and remuneration as approved by the shareholders at 32<sup>nd</sup> Annual General Meeting of the Company held on September 29, 2018 and 35<sup>th</sup> Annual General Meeting of the Company held on September 29, 2021 remaining unchanged.

Mr. Mohib N Khericha is a Chartered Accountant and his brief profile as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as an Annexure to this Notice.

Mr. Mohib N Khericha is interested in the resolution set out at Item No.3 of the Notice, which pertain to modification in his terms of appointment as Managing Director of the Company. Mrs. Sofia M Khericha, a Director on the Board being his wife is also interested in the resolution set out at Item No.3. Relatives of Mr. Mohib N Khericha may also be deemed to be interested in the resolution set out at Item no. 3 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 recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**Item No. 4**

Mr. Mohib N Khericha was appointed as Managing Director of the Company by the members at the 32<sup>nd</sup> Annual General Meeting held on September 29, 2018 for a period of 5 years from April 1, 2019 to March 31, 2024 and his existing term will be over on March 31, 2024. Accordingly, the Board of Directors at its meeting held on August 29, 2023 has, based on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. Mohib N Khericha as the Managing Director of the Company for a further period of 3 (three) years with effect from April 1, 2024 upto March 31, 2027, subject to the approval of the members in the General Meeting and approval of Central Government, if applicable, on the terms and conditions as to the re-appointment and payment of remuneration by way of salary, perquisites and allowances for the period of 3 years with effect from April 1, 2024 upto March 31, 2027 as mentioned below.

The terms of re-appointment and payment of remuneration have been recommended / approved by the Nomination and Remuneration Committee in its meeting held on August 29, 2023.

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

The terms and conditions of reappointment and remuneration for his re-appointment as Managing Director is subject to the approval of Members of the Company by way of Special Resolution in terms of proviso to section 196(3)(a) of the Companies Act, 2013 as his age is more than 70 years.

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

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

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

Mr. Mohib N Khericha is re-appointed as the Managing Director of the Company for a further period of 3 (three) years with effect from April 1, 2024 upto March 31, 2027.

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

Period of Remuneration: 3 (three) years with effect from April 1, 2024 upto March 31, 2027.

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

There is no change in the remuneration proposed to be paid to Mr. Mohib N Khericha for his aforesaid next term of re-appointment as Managing Director of the Company from the remuneration being paid to him during current term of the re-appointment.

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

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

**Minimum Remuneration:**

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

**(c) Reimbursement of Expenses:**

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

**(d) General:**

- (i) Period of Re-appointment: 3 (three) years with effect from April 1, 2024 to March 31, 2027.
- (ii) Period of Remuneration: 3 (three) years with effect from April 1, 2024 to March 31, 2027.
- (iii) The office of Managing Director may be terminated by the Company or the Managing Director by giving the other 3 (three) months' prior notice in writing.
- (iv) The Managing Director shall, subject to the supervision, direction and control of the Board of Directors of the Company, manage the business and affairs of the Company.
- (v) The terms and conditions of re-appointment and payment of salary, perquisites & allowances specified herein above may be enhanced, enlarged, widened, altered or varied from time to time by Nomination and Remuneration Committee and the Board of Directors as they may in their discretion, deem fit, within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act, 2013 and in conformity with any amendments to the relevant provisions of the Companies Act and / or the rules and regulations made thereunder from time to time in future and / or such guidelines as may be announced by the Central Government from time to time.
- (vi) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Section 166 of the Companies Act, 2013 with regard to duties of Directors.

- (vii) For the purpose of section 152(6) of Companies Act, 2013, the Managing Director shall be liable to retire by rotation. However, if he is re-appointed as a director liable to retire by rotation, it shall not be treated as a break or gap in his term/tenure as Managing Director of the Company or affect his continuation as Managing Director of the Company for a period of 3 (three) years with effect from April 1, 2024 to March 31, 2027.
- (viii) For all other terms and conditions not specifically spelt out above, the Rules and Orders of the Company shall apply.
- (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 offers & 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. in lacs)	Profit Before Tax (Rs. in lacs)	Net Profit after Tax (Rs. in lacs)
2020-2021	215.97	52.20	45.06
2021-2022	168.15	4.98	(2.16)
2022-2023	205.98	45.78	32.67

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

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

The Company does not have any foreign investment or collaborator.

**II. INFORMATION ABOUT THE APPOINTEE:**

**(1) Background details:**

Name : Mr. Mohib N Khericha  
 Designation : Managing Director  
 Age : 71 Years  
 Experience : 44 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, 2023, are as under:

<b>Particulars</b>	<b>Amount (Rs.)</b>
Basic Salary	: 12,00,000
Perquisites/ Allowances	: 6,00,000
Contribution to PF	: 21,600
<b>Total</b>	<b>: 18,21,600</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.3800 crores. 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. 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 aforesaid remuneration to Mr. Mohib N Khericha as above for a period of 3 years from April 1, 2024 to March 31, 2027.

**(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, he is a promoter holding 21,10,734 Equity Shares representing 70.09 % 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, there may be loss or inadequate profit in the Company.

**(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 and through investment 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 all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 for being eligible for the re-appointment. He also satisfied conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for their re-appointment 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.

Further, in terms of circular dated June 20, 2018 issued by BSE Limited bearing reference no. LIST /COMP/14/2018-19, on the subject "enforcement of SEBI Orders regarding appointment of Directors by listed companies", we hereby affirm that Mr. Mohib N Khericha is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.

The above may be treated as a written memorandum setting out the terms of re-appointment of 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 holds directorship and membership / chairmanship of Board Committees and relationships between directors *inter-se*, as stipulated under SEBI (LODR) Regulations, 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 his re-appointment and 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 29, 2023

**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