

**TWENTY SEVENTH ANNUAL REPORT
2012-2013**



CHARTERED CAPITAL AND INVESTMENT LIMITED

**Registered Office : 711, Mahakant, Opp. V.S. Hospital,
Ellisbridge, Ahmedabad - 380 006**

CHARTERED CAPITAL AND INVESTMENT LIMITED

BOARD OF DIRECTORS

- | | |
|--------------------------|-------------------|
| 1. Mr. Sanatan N. Munsif | Chairman |
| 2. Mr. A.L. Sanghvi | Vice Chairman |
| 3. Mr. Mohib N. Khericha | Managing Director |
| 4. Mr. Ashok Kavdia | Director |
| 5. Mr. Deepak P. Singhvi | Director |

AUDITORS

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

COMPANY SECRETARY

Manoj Kumar Ramrakhyani

BANKERS

Corporation Bank
HDFC Bank Ltd.

REGISTERED OFFICE

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

CIN : L45201GJ1986PLC008577

WEBSITE

www.charteredcapital.net

SHARE TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai-400078.

ISIN No : INE 953B01010

BSE Code : 511696

ASE Code : 11705

NOTICE

Notice is hereby given that 27th Annual General Meeting of the company will be held on Monday, September 30, 2013 at 11:30 a.m. at the registered office of the company at 711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad - 380006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2013 and the Profit and Loss Account for the year ended on the date and the Report of Directors and Auditors Report thereon.
2. To appoint a Director in place of Mr. Ashok Kavdia, who retires by rotation and being eligible, has offered himself for re-appointment.
3. To appoint a Director in place of Mr. Deepak P. Singhvi, who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

By order of the Board of Directors

Place : Ahmedabad
Date : August 30, 2013

Mohib N.Khericha
Managing Director

Notes

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. A proxy in order to be effective must be lodged at the registered office of the company at least 48 hours before the commencement of the meeting.**
2. Members/ proxies should bring attendance slip, duly filled in, for attending the meeting.
3. Members/ proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting.
4. Members are requested to notify immediately any change in address:
 - To their Depository Participants (DPs) in respect of the electronic share accounts; and
 - To Registrar and Share Transfer Agent of the Company in respect of their Physical share folios along with Bank particulars.
5. The register of Members and share transfer books of the company will remain closed from Monday, September 23, 2013 to Monday, September 30, 2013 (both days inclusive).
6. As per the requirement of clause 49 of the listing agreement on Corporate Governance for appointment of the retiring directors/re-appointment of retiring Directors, a statement containing details of the concerned Directors is given below.

Mr. Ashok Kavdia and Mr. Deepak P. Singhvi are retiring by rotation at the ensuing Annual General Meeting and are eligible for re-appointment. A brief resume of these Directors is mentioned below:

CHARTERED CAPITAL AND INVESTMENT LIMITED

Name of the Director	Mr. Ashok Kavdia	Mr. Deepak P. Singhvi
Date of Birth	August 11, 1962	May 16, 1966
Date of Appointment	February 28, 2003	October 18, 2006
Expertise in specific functional areas	26 years of experience in Audit & Finance relating matters, General Administration	22 years of experience with exposure in Stock broking, Merchant Banking, Project Finance, Corporate Finance, Taxing, Auditors etc.
Qualifications	FCA	B.Sc, FCA
List of outside Directorship held	Empirical Solutions Pvt. Ltd.	Shakti Share Shoppe Pvt. Ltd. Pushplate Securities Pvt. Ltd. Facts Share Shoppee Pvt. Ltd. Sangharaj Software Pvt. Ltd. D Smith Advisors Pvt. Ltd.
Chairman/member of the committee of the Board of Directors of the Company*	Audit Committee – Chairman Shareholders/Investor Grievance Committee – Chairman	Nil
Chairman/member of the committee of the Board of Directors of other Companies in which he is a director*	Nil	Nil
Shareholding in the company	Nil	Nil

* Only Audit Committee & Shareholders/Investor Grievance Committee had been considered.

- All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11.00 am to 1.00 pm. prior to the date of Annual General Meeting.
- Members who hold shares in dematerialized form are requested to bring their Client Id and DP ID for easier identification of attendance at the AGM. The Annual Listing Fees for the year 2013-14 of all the stock exchanges on which shares of the company are listing, have been paid.
- Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions to the company so as to reach at least 10 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.

By order of the Board of Directors

Place : Ahmedabad
Date : August 30, 2013

Mohib N.Khericha
Managing Director

DIRECTORS' REPORT

To,
Dear Shareholders,
Chartered Capital and Investment Limited

Your Directors are pleased to present herewith the 27th Annual report together with the Annual Audited Accounts of the Company for the year ended March 31, 2013.

FINANCIAL RESULTS

The Financial results for the year ended March 31, 2013 are summarized as under:

(Rs. In Lacs)

Particulars	For the year ended	
	31/03/2013	31/03/2012
Total Income	147.58	314.73
Profit (Loss) before depreciation and taxes	35.36	215.07
Less: Depreciation	3.02	3.02
Less: Provision for taxes	11.75	49.00
Less: Deferred Tax	(0.21)	0.70
Profit (Loss) After Tax	20.80	150.31

OPERATIONS

During the year under review, gross income as well as net profit of the Company decreased to Rs.147.58 lacs & Rs.20.80 lacs respectively from Rs.314.73 & Rs.150.31 lacs respectively during the previous year. The overall dull capital market including primary market as well as the SEBI's orders prohibiting the Company and its 2 key officials from taking up any new assignment or involvement on any new issue of capital including IPO; follow-on issue etc till further directions, which were set aside by Hon'ble Securities Appellate Tribunal (SAT) vide its order dated October 25, 2012, while hearing an appeal made by us against the orders passed by SEBI, were the main reason for such downfall in the overall performance of the company.

DIVIDEND

The Board of Directors does not recommend any dividend for the year 2012-2013 with a view to reinvest the profit for the operations of the Company.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the company, Mr. Ashok Kavdia and Mr. Deepak P. Singhvi, Directors of the Company, who retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

The brief resume/detail relating to the Directors who are to be re-appointed is furnished in the Notes to the Notice of the Annual General Meeting. Members are requested to consider their re-appointment as Director of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report has been enclosed herewith vide "Annexure-A" and forms part of Director's Report.

CORPORATE GOVERNANCE

Your Company reaffirms its commitment to the standards of Corporate Governance as prescribed under Clause 49 of the Listing Agreement with the stock exchanges. A Report on Corporate Governance together with the Auditors Certificate on the same is annexed as part of the Annual Report.

Your Company has also adopted a "Code of Conduct" for its Directors and Senior Management, as prescribed under Clause 49 of the Listing Agreement.

CEO/CFO CERTIFICATION

A certificate from the Managing Director, pursuant to Clause 49(V) of the Listing Agreement has been placed before the Board at its Meeting held on August 30, 2013.

FUTURE OUTLOOK

Despite a slightly better outlook in FY 2013-14 (partly due to low base and lagged impact of rate cut by RBI), India's economic activities are unlikely to see a significant rebound. It must be emphasised that, apart from global headwinds, the main reason for the apparent decline in the trend rate of growth relative to the pre-crisis period is the emergence of significant supply bottlenecks on a variety of fronts – infrastructure, energy, minerals and labour. A strategy to increase the economy's potential by focusing on these constraints is an imperative. Although, the Government has taken some important policy reforms in late 2012, more actions are needed to improve economic sentiments otherwise, GDP growth may remain subdued for next 2-3 years at around 6%.

Apart from macro-economic factors, the industry specific scenario is also not very promising. The Merchant Banking industry in which we operate is in a very bad shape. The primary market activities have slowed down drastically partly due to lack of domestic investors in the capital market and partly due to capital outflow by the foreign investors. Performance of the share prices of the companies which floated IPO is very disappointing and has resulted in financial losses to the investors which have ultimately resulted in lack of investors in the IPO market. This has further resulted into lesser number of IPOs in the primary market during the year and the situation does not seem to improve in the near future. So, coming years are bound to be tough for the industry as well as for the company.

CHARTERED CAPITAL AND INVESTMENT LIMITED

SEBI's order in the matter of IPO of RDB Rasayans Limited and subsequent developments

Hon'ble Securities Appellate Tribunal (SAT) has, vide its order dated October 25, 2012, while hearing an appeal made by us against the orders passed by SEBI, set aside the orders of SEBI and also directed the SEBI to complete the investigation & take appropriate decision qua the appellants by December 31, 2012. Earlier SEBI vide its ex-parte ad-interim order dated December 28, 2011 in the matter of IPO of RDB Rasayans Limited for which the Company was the BRLM, has, inter alia, prohibited the Company and its 2 key officials, from taking up any new assignment or involvement on any new issue of capital including IPO, follow-on issue etc from the securities market in any manner whatsoever from the date of the Impugned Order till further directions. SEBI further confirmed the said order through their confirmatory order dated September 7, 2012. The said Orders alleged lack of due diligence on our part in the handling of an IPO assignment as a merchant banker.

Thereafter nothing was heard from SEBI till sometime back i.e. beginning of August, 2013. SEBI issued notices to our company under Regulation 25(1) of Securities and Exchange Board of India (Intermediaries) Regulations, 2008 and to its 2 key officials under rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, which were received on August 3, 2013. The said notices have been replied by the Company and its officials. We expect that SEBI will accept our submissions and absolve us from all the charges made against us.

STOCK EXCHANGES

The Company's shares are listed on Bombay Stock Exchanges Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE). The company has paid necessary listing fees of both the stock exchanges for the year 2013-2014.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 217 (2AA) of the Companies Act, 1956 the Directors would like to state that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the period;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;
- iv. The Directors have prepared the Annual Accounts on a going concern basis.

DEPOSITS

During the year Company has not accepted any deposits under Section 58-A of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Particulars relating to the conservation of energy, technology absorption are not given as Companies (Disclosure of particulars in report of Board of Directors) Rules, 1988 is not applicable to the Company due to the nature of the Company's business operations, being a Merchant Banking Company. During the year under review there has been no foreign exchange earning or outgo.

PARTICULARS OF EMPLOYEES COVERED UNDER THE (PARTICULARS OF EMPLOYEES) RULES, 1975

None of the employees of the Company was in receipt of remuneration in excess of the limits prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, during the year under review.

AUDITORS AND AUDITORS' REPORT:

M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad hold office as Auditors of the Company until the conclusion of 27th Annual General Meeting and Board recommends their re-appointment till the conclusion of next Annual General Meeting. The Company has received a certificate from Auditors under Section 224(1) of the Companies Act, 1956 to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Act. The Board recommends their re-appointment for the next term.

Members are requested to consider their re-appointment as Auditors of the Company for the current year at a remuneration to be decided by the Board of Directors.

The Board has duly reviewed the Auditors Report on the Accounts. The observations appearing in the Auditors Report are self explanatory and do not call for any further explanation/clarification/comments by the Board of Directors.

ACKNOWLEDGEMENT

The Board of Directors wish to express their gratitude and appreciation for the continuous support and co-operation extended by the Banks, the Securities and Exchange Board of India, the Stock Exchanges, various Government authorities, Financial Institutions and all shareholders.

Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

For and on behalf of Board of Directors

Place : Ahmedabad
Date : August 30, 2013

Mohib N Khericha
Managing Director

A L Sanghvi
Vice chairman

MANAGEMENT DISCUSSION AND ANALYSIS

A. Industry Structure and Developments

The company is operating in the Merchant Banking industry; therefore its performance is largely dependent on the state of the capital markets and the macroeconomic conditions, within the country and globally.

The Indian economy has seen a sustained downturn over the last two years with the result that GDP growth was merely ~5% in FY13 – slowest pace of expansion in nearly a decade. Despite such a sharp slowdown, inflation concerns have persisted with WPI inflation ruling over 7% in FY13 and CPI inflation still running close to double-digits. At the same time, Current Account Deficit (CAD) as a percentage of GDP has continued to widen in recent years and was at an all time high of ~5% in FY13. Along with this, the fiscal deficit also continued to present challenges to economy; though the Union Budget 2013-14 did try to assure greater level of discipline over fiscal deficit. High CAD and fiscal deficit together present some of the most serious challenges to bringing Indian economy back on the path of growth. Such a prolonged slowdown has been the result of a confluence of factors – lingering administrative bottlenecks and associated slowdown in project clearance, large fiscal spending, tight monetary conditions and weak external demand.

However, during second half of FY13, there was some stability in macro environment, largely as a result of a series of steps undertaken by the government such as liberalising of FDI regime in certain sectors, rationalisation of retail fuel prices and reining in of fiscal spending; although a lot more remains to be done. While the situation appeared to be improving, some recent developments on political front have once again raised concerns about Government's ability to carry forward the reform process.

CAPITAL MARKETS

FY13 bought some respite to investors, after a dismal FY12. The year started on a worrying note, owing to announcement of retrospective taxing of FIIs. However, a change of guard at Finance Ministry turned things around, with Government announcing a series of reforms like FDI in retail, diesel price hike and restructuring of SEBs etc. ECB's announcement of OMT (Outright Monetary Easing) and Fed's QE3 further added liquidity and support to markets. This resulted in India's outperformance among Emerging Markets, with FIIs pumping in ~USD 26 billion of inflows during the year. However, markets corrected in the last quarter owing to global cues and political uncertainty faced by Government. Within Capital Markets however, fresh capital raising activity continued to suffer the most with capex investment cycle grinding to a near halt. Going forward, FY14 looks like a year of improving macros, but politics could be an overhang on the markets with national elections barely a year away and corporate business confidence being low.

PUBLIC ISSUES

The IPO/FPO market in the FY13 again remained dull with very fewer companies tapping this route to garner capital and even some companies were forced to withdraw their IPOs after opening it due to lack of participation from the investors. The poor market sentiment led by deteriorating macroeconomic indicators forced companies to either postpone their IPOs or put capital requirements on hold.

The IPO/FPO (equity) market in the FY12 managed to garner Rs. 6529 crores from 33 issues (including 24 in SME Platform) in FY13 against Rs. 10482 crores from 35 issues in FY12. The public issues (debt) market in the FY13 managed to garner Rs. 15386 crores from 11 issues against Rs. 35611 crores from 20 issues in FY12. Among the major IPO of the year, Bharti Infratel raised RS. 4155 crore, PC Jewellers garnered Rs.609 Crore, CARE mopped up Rs. 540 Crore. All other IPOs were below Rs. 300 crores. The Volatility factor in the stock market has taken its toll overall with as many companies had to leg go of regulatory approval for their IPOs to Lapse in FY13.

QUALIFIED INSTITUTION PLACEMENTS (QIP)

The QIP market was not that bad in the FY13. The total amount placed in FY13 from 45 issues (including 14 IPPs [Institutional Placement Programmes]) was Rs. 15996 crores against Rs. 2163 crores Collected from 16 issues in FY12.

B. Opportunities & Threats

Opportunities:

- Healthy and sustainable economic growth rate with sound macro-economic fundamentals;
- Low penetration of financial services and products in India;
- Regulatory reforms would aid greater participation of all class of investors;
- Favorable demographics like huge middle class, larger younger population with disposable income and investible surplus, change in attitude from wealth creation and risk taking abilities of the youth etc.;
- Corporate are looking at expanding in overseas/domestic markets through merger & acquisitions and Corporate advisory Services.

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Threats:

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

C. Segment-wise or Product-wise Performance

The Company is engaged primarily in Merchant Banking activities and there are no separate reportable segments as per the Accounting Standard 17.

D. Outlook

The year FY13 started on a note of optimism. However, stubborn inflation, high fiscal and Current Account Deficit, slow pace of reforms, sluggish recovery of US economy and continued Eurozone crisis soon led to the sliding of Indian GDP growth to around 5%. Renewed political uncertainty at the centre currently is continuing to cast its shadow on the return of growth. However, with inflation falling and RBI cutting rates in March 2013 and May 2013, Indian macro-economic indicators appear to have bottomed out. At the same time, RBI has indicated that scope for further rate cuts is limited as headline inflation is still above its comfort zone. It has pegged the outlook for inflation at 5.5% and GDP growth at 5.7% for FY14. Given that FY14 is likely to be a second consecutive year of sub-6% growth, the operating environment in FY14 may not be significantly different from that of FY13, as macro-headwinds will take some time to abate.

With the long-term India growth story intact, we are confident of garnering our share when the growth reappears. Regulatory framework is also being re-worked which, we expect, will help to boost up the economy as well as the capital market.

E. Risk Management

It is our constant endeavour to ensure that every risk we take has been thoroughly assessed, and that all risks are concomitant with their potential return. We have worked to strengthen our enterprise wide risk management processes and practices through our risk philosophy, whose core lies in the identification, measurement, monitoring and action along with the development of risk mitigation plans.

Our risk management process is overseen by the Board of Directors. Our risk management approach and practices continued to focus on minimizing the adverse impact of risks on our business objectives and to enable the Company to leverage market opportunities based on risk-return parity. Our periodic assessment and monitoring of business risk and regulatory environment resulted in timely deployment of appropriate mitigation measures.

F. Internal Control Systems & Their Adequacy

The company's internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of company assets. The internal control systems lay down the policies, authorization and approval procedures. The adequacy of the internal control systems has been reported by the auditors under the Companies (Auditor's Report) Order, 2003.

G. Discussion on Financial Performance

During the year under review, gross income as well as net profit of the Company decreased to Rs.147.58 lacs & Rs.20.80 lacs respectively from Rs.314.73 & Rs.150.31 lacs respectively during the previous year. The overall dull capital market including primary market as well as the SEBI's orders prohibiting the Company and its 2 key officials from taking up any new assignment or involvement on any new issue of capital including IPO; follow-on issue etc till further directions, which were set aside by Hon'ble Securities Appellate Tribunal (SAT) vide its order dated October 25, 2012, while hearing an appeal made by us against the orders passed by SEBI, were the main reason for such downfall in the overall performance of the company.

H. Material Development in Human Resources / Industrial Relations Front, Including Number of People Employed

There has been no material development on the Human Resource / Industrial Relations front during the year. Employee relations at all levels continue to remain cordial. The Company had 9 employees as on March 31, 2013.

CAUTIONARY STATEMENT

Statements in this Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic developments in the country and improvement in the state of capital markets, changes in the Government regulations, tax laws and other status and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

Company's Philosophy on Corporate Governance

Sound Corporate Governance is a key driver of sustainable corporate growth and long-term value creation for the shareholders and protection of their interests. It is about promoting corporate transparency, accountability and it is an effective tool for ensuring and maintaining integrity of the management. Good corporate governance practices have always been an integral part of your company's philosophy and it is committed to achieving and maintaining the highest standard of corporate governance. Corporate Governance practices have to not only deal with the growing size of the business but also the increase in complexities of the organisation structure that supports such aggressive growth. In India, Corporate Governance standards for listed companies are regulated by the Securities & Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement with the Stock Exchanges. Good corporate governance is an ongoing process for two reasons: to protect shareholders interest and to ensure that no shareholder benefits at the expense of others and the Board of Directors remain committed towards this goal.

A detailed Compliance Report in this regard is given below:

1. Company's Policy

The company perceives good corporate governance practices as an effective means for attaining higher corporate growth and long term shareholder value creation. The company firmly believes that its system and actions must be devoted for enhancing corporate performance and maximizing shareholder value in the long run. Our company treats the system of corporate governance not as a mere structure but as a way of corporate life.

2. Board of Directors

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors which includes independent professionals. As on date, the Board of Directors of the company comprises of 5 Directors.

Name	Category/ Designation	No. of outside Directorship and Committee membership/ Chairmanship				Inter se relationship between Directors
		Directorship [#]		Committee membership /Chairmanship [*]		
		Public Company	Private Company	Membership	Chairmanship	
Mr. Sanatan N. Munsif	Non Executive Independent Director & Chairman	Nil	Nil	Nil	Nil	Nil
Mr. A. L. Sanghvi	Promoter Director, Non Executive Director & Vice Chairman	Nil	1	Nil	Nil	Nil
Mr. Mohib N. Khericha	Promoter Director, Managing Director	5	9	2	3	Nil
Mr. Deepak P. Singhvi	Non Executive Independent Director	Nil	5	Nil	Nil	Nil
Mr. Ashok Kavdia	Non Executive Independent Director	Nil	1	Nil	Nil	Nil

* Only Audit Committee and Shareholders/Investor Grievance Committee of public limited companies have been considered.

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

The attendance of the Directors of the company at the Board Meetings is as follows:

Director	No. of Meetings		Last AGM attended
	Held	Attended	
Mr. Sanatan Munsif	13	5	No
Mr. A.L.Sanghvi	13	13	Yes
Mr. Mohib N. Khericha	13	13	Yes
Mr. Ashok Kavdia	13	13	Yes
Mr. Deepak Singhvi	13	4	No

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The Board of Directors met 13 times during the year on the following dates:

May 30, 2012, June 28, 2012, June 29, 2012, July 30, 2012, August 09, 2012, August 28, 2012, September 15, 2012, October 31, 2012, November 08, 2012, December 10, 2012, December 27, 2012, February 02, 2013 and March 20, 2013

The Company placed before the Board various information including those specified under Annexure IA of the Listing Agreement, as applicable from time to time.

Board Procedure

The annual calendar of Board Meetings is agreed upon at the beginning of the year. The agenda is circulated in advance to the Board Members. The items in the agenda are backed by the comprehensive background information to enable the Board to take appropriate decisions.

3. Code of Conduct

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective codes have been made by the Directors and Senior Management of the Company.

DECLARATION

As provided under Clause 49 1D of the Listing Agreement of the stock exchanges, All Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the company for the year ended March 31, 2013.

For, Chartered Capital And Investment Limited

Mohib N. Khericha

Managing Director

Place : Ahmedabad

Date : August 30, 2013

4. Audit Committee

Terms of Reference

1. To review the adequacy of internal control systems and internal Audit Reports and their compliance thereof.
2. To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. To recommend the appointment of auditors and fixation of audit fees.
4. To review the financial statements before submission to the Board.

Composition of Audit committee

The Audit Committee of the company has been constituted with three directors, Viz.,

1. Mr. Ashok Kavadia - Chairman
2. Mr. A L Sanghvi - Member
3. Mr. Sanatan N Munsif - Member

The committee met 4 times during the year i.e. May 30, 2012, August 09, 2012, November 08, 2012, and February 02, 2013 and the attendances of members of the committee were as follows:

Member	No. of Meetings	
	Held	Attended
Mr. Ashok Kavadia	4	4
Mr. A L Sanghvi	4	4
Mr. Sanatan .N. Munsif	4	4

5. Remuneration Committee

The terms of reference of the Remuneration Committee, inter alia, consist of reviewing the overall compensation policy, service agreements and other employment conditions of Executive Director(s). The recommendation of the Remuneration Committee are considered and approved by the Board of Directors, subject to the approval of the shareholders.

The composition of the Remuneration Committee is:

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

The Managing Director's remuneration is in conformity with the existent laws and regulations and approved by the shareholders. He was paid a total remuneration of Rs.14,49,360 including provident fund. Detail of remuneration of Managing Director is as under:

Name	Salary (Rs.)	Allowances (Rs.)	Total (Rs.)
Mr. Mohib N Khericha	9,69,360	4,80,000	14,49,360

Entire remuneration is fixed as per the terms approved by the shareholders and he was not granted any performance linked incentive. The appointment of Mr. Mohib N Khericha as Managing Director is for a period of five years with effect from April 1, 2010. The appointment is subject to termination by 3 months notice on either side. No severance fee is payable to the Managing Director. The remuneration paid to Mr. Mohib N Khericha for the financial year 2012-13 is as per the terms approved by the shareholders at the 23rd Annual General Meeting of the Company held on September 18, 2009. No stock option has been ever granted to him

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

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

Name of Director	No of Equity Shares
Mr. Sanatan N. Munsif	Nil
Mr. A. L. Sanghvi	3,97,950
Mr. Ashok Kavdia	Nil
Mr. Deepak P. Singhvi	Nil

During the Financial Year 2012-13, no meeting of the remuneration committee was held.

6. Shareholder's/Investor's Grievance Committee

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

The functions of the committee are to specifically look in redressing investor's grievances pertaining to:

- Transfer of shares
- Dividends
- Dematerialisation of shares
- Replacement of lost/stolen/mutilated share certificates
- Any other related issues

The committee comprises the following Directors namely:

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

During the year under review, no complaint was received from Shareholders/investors or Stock Exchange or SEBI. The Compliance officer of the Company is Mr. Manoj Kumar Ramrakhiani, Company Secretary of the Company.

7. CEO/CFO Certification

The Managing Director and the person heading the finance function has certified to the Board that:

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

CHARTERED CAPITAL AND INVESTMENT LIMITED

(iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system.

The above certificate was placed before the Board at its meeting held on August 30, 2013.

8. Report on Corporate Governance

A separate section on Corporate Governance forms part of the Annual Report. The Company is in full compliance with all the provisions of clause 49 of Listing Agreement entered into with the Stock Exchanges.

9. Compliance

The Company is fully compliant with the mandatory requirements as prescribed in Clause 49 of the Listing Agreement. A Certificate from the Statutory Auditors confirming compliance with all the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchanges is annexed and forms part of this report. As far as adoption of non-mandatory requirements are concerned, the Board has constituted a Remuneration Committee of Directors comprising of Non-Executive and Independent Directors.

10. General Body Meeting

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

Date	Venue	Time
September 29, 2012	711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad-380006	11:00 am
September 30, 2011	711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad-380006	11:30 am
September 30, 2010	711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad-380006	11:30 am

No special resolution was passed at any of the above mentioned AGMs; neither was any special resolution passed last year through postal ballot. In addition, no special resolution is proposed to be passed in the ensuing AGM.

11. Notes on Director seeking Appointment/ Re-Appointment

Mr. Ashok Kavdia and Mr. Deepak P. Singhvi, who retire by rotation and being eligible, have offered themselves for re-appointment. Resolutions seeking their re-appointment as rotational directors have also been incorporated in the Notice for the approval of the shareholders and their details have been enclosed in the Notice for the AGM i.e. a brief resume, nature of expertise in specific functional areas, names of directorship and committee membership etc.

12. Disclosures

a. Disclosures on materially significant related party transactions

During the Financial Year 2012-13, there was no transaction of a materially significant nature with the promoters, the directors or the management, their relatives that may have potential conflict with the interest of the company at large. Transactions with related parties during the year are disclosed in the notes forming part of accounts in the Annual Report.

b. Disclosure of Accounting Treatment

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

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

Hon'ble Securities Appellate Tribunal (SAT) has, vide its order dated October 25, 2012, while hearing an appeal made by us against the orders passed by SEBI, set aside the orders of SEBI and also directed the SEBI to complete the investigation & take appropriate decision qua the appellants by December 31, 2012. Earlier SEBI vide its ex-parte ad-interim order dated December 28, 2011 in the matter of IPO of RDB Rasayans Limited for which the Company was the BRLM, has, inter alia, prohibited the Company and its 2 key officials, from taking up any new assignment or involvement on any new issue of capital including IPO, follow-on issue etc from the securities market in any manner whatsoever from the date of the Impugned Order till further directions. SEBI further confirmed the said order through their confirmatory order dated September 7, 2012. The said Orders alleged lack of due diligence on our part in the handling of an IPO assignment as a merchant banker.

Thereafter nothing was heard from SEBI till sometime back i.e. beginning of August, 2013. SEBI issued notices to our company under Regulation 25(1) of Securities and Exchange Board of India (Intermediaries) Regulations, 2008 and to its 2 key officials under rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, which were received on August 3, 2013. The said notices have been replied by the Company and its officials. We expect that SEBI will accept our submissions and absolve us from all the charges made against us.

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

d. Disclosure of Risk Management

Our risk management process is overseen by the Board of Directors. Our risk management approach and practices continued to focus on minimizing the adverse impact of risks on our business objectives and to enable the Company to leverage market opportunities based on risk-return parity. Our periodic assessment and monitoring of business risk and regulatory environment resulted in timely deployment of appropriate mitigation measures.

e. Details of compliance with mandatory & non mandatory requirements.

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement. The Company has also complied with non-mandatory requirement relating to remuneration Committee and has set up a Remuneration Committee.

13. Means of Communication

Half-yearly report sent to each household of shareholders	: No
Which newspapers normally published in	: The Economic Times (Eng & Guj) or Financial Express (Eng & Guj)
Any website, where displayed	: Yes, www.charteredcapital.net
Presentation made to Institutional Investors or to Analyst	: No
Management Discussion & Analysis forms part of this Annual Report.	

GENERAL INFORMATION FOR SHAREHOLDERS

- a) Annual General Meeting
Date : September 30, 2013
Time : 11:30 a.m.
Place : 711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380006
- b) The financial calendar (tentative)
Financial reporting for:
Quarter ending June 30, 2013 - On August 07, 2013
Half year ending September 30, 2013 - On or before November 15, 2013
Quarter ending December 31, 2013 - On or before February 15, 2014
Year ending March 31, 2014 - on or before May 30, 2014
- c) Dates of Book closure : From Monday, September 23, 2013 to Monday, September 30, 2013 (Both days inclusive) (for the purpose of Annual General Meeting of the Company)
- d) **Dividend Payment date**
Not applicable (As no dividend is proposed for the financial year 2012-13)
- e) **Registered Office:-**
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad-380006
Branch Office at Mumbai:-
418-C, "215 Atrium", Andheri Kurla Road, Andheri (East), Mumbai-400059
- f) The equity shares of the company are listed on the Ahmedabad Stock Exchange Limited (ASE) and Bombay Stock Exchange Limited (BSE). The listing fees for the year 2013-2014 have been paid to both the Stock Exchanges where the shares of the Company are listed.
- g) Stock Code : Bombay Stock Exchange : 511696
Ahmedabad Stock Exchange : 11705
- h) Demat ISIN Number for NSDL and CDSL : INE953B01010
- i) Market price Data: High, Low during each month in last financial year i.e. April 1, 2012 to March 31, 2013 at Bombay Stock Exchange as below:

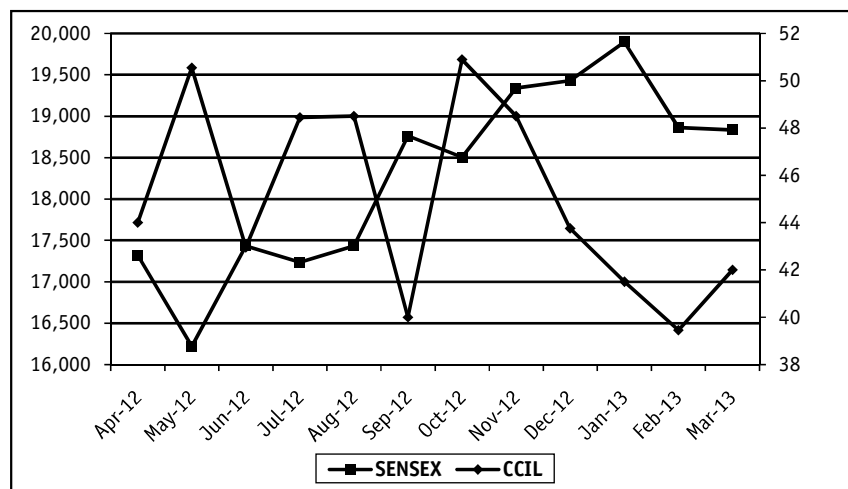
Month	Highest Price (Rs)	Lowest Price (Rs)
April 2012	48.35	40.75
May 2012	58.70	38.60
June 2012	47.75	40.25
July 2012	54.75	40.30
August 2012	54.00	38.60
September 2012	47.00	35.50
October 2012	50.90	41.10
November 2012	51.00	48.50
December 2012	50.50	43.75
January 2013	43.65	41.50
February 2013	39.45	39.45
March 2013	42.75	39.00

Source: www.bseindia.com

CHARTERED CAPITAL AND INVESTMENT LIMITED

j) Stock Performance

The performance of the Company's share price vis-à-vis the BSE SENSEX during the year 2012-13 is as under:



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

Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078, Tel: 022-25963838, Fax: 022-25946969, Email: mumbai@linkintime.co.in

l) Share Transfer System: Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Shareholders/Investor Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if relevant documents are complete in all respect.

m) Distribution of Shareholding as on March 31, 2013

No. of Shares	No. of Shares held	% of total shares	No. of Shareholders	% of Shareholders
Up to 500	89123	2.96	595	78.39
501-1000	59547	1.97	68	8.96
1001-2000	36116	1.20	23	3.03
2001-3000	37847	1.26	15	1.98
3001-4000	26577	0.88	8	1.05
4001-5000	39680	1.32	8	1.05
5001- 10000	78857	2.62	11	1.45
10001 and above	2643853	87.79	31	4.09
Total	3011600	100.00	759	100.00

Category of Shareholders as on March 31, 2013

Category	No. of shares held	% of Shareholding
Promoters	1820652	60.45
Mutual funds and UTI	Nil	Nil
Private Corporate Bodies	221237	7.34
Indian Public	937437	31.13
NRI/OCBs	200	0.01
Any Other (Clearing House, Clearing Member etc)	32074	1.07
Total	3011600	100.00

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

96.43 % of total paid up capital has been dematerialized as on March 31, 2013

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

Address for Correspondence:

Company

Chartered Capital and Investment Limited, 711, Mahakant, Opp. V.S. Hospital, Ellisbridge, Ahmedabad-380006, Tel: 079-26575337, 2657 7571, Fax: 079- 2657 5731, Email: info@charteredcapital.net

Share Transfer Agent

Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078, Tel: 022-25963838, Fax: 022-25946969, Email: mumbai@linkintime.co.in

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

**To The Members of
Chartered Capital and Investment Ltd.**

We have examined the compliance of conditions of Corporate Governance by **CHARTERED CAPITAL AND INVESTMENT LIMITED** ("the Company") for the year ended March 31,2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement.

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

For MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Registration No. 106109W)

Place : Ahmedabad
Date : August 30, 2013

(M.S.SHAH)
PARTNER
M.No.44093

CHARTERED CAPITAL AND INVESTMENT LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of Chartered Capital and Investment Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Chartered Capital and Investment Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by these report comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Act ;
 - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Registration No. 106109W)

(M.S.SHAH)
PARTNER
M.No.44093

Place : Ahmedabad
Date : 27/05/2013

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

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

1. In respect of the Company's fixed assets :
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, no fixed asset has been disposed during the year and therefore, in our opinion, not affected the going concern status of the Company.
2. The Company is Engaged in service industry, hence Clause (ii) is not applicable to the company
3. The Company has neither granted nor taken any loans, secured or unsecured to or from companies, firms or other parties covered in the register maintained under section 301 of the act. Therefore, Provisions of Clauses (iii)(b), (iii)(c), (iii)(d), (iii) (e). (iii)(f) and (iii)(g) of the said order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the company and the nature of its business for sale of services. During the course of our audit, we have not observed any major weakness in such internal control system.
5. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Act, to the best of our knowledge and belief and according to the information and explanations given to us, the company has not entered into the any transactions required to be entered in register maintained under section 301 of the Companies Act, 1956. Therefore, clause 4(v)(b) of the order is not applicable.
6. According to the information and explanation given to us, the Company has not accepted any deposits from the public with the meaning of section 58A and 58AA of the Companies Act, 1956 and rules framed there under.
7. In Our Opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
8. Company is engaged in service industry, hence clause (viii) is not applicable to the company.
9. According to the information and explanations given to us, in respect of statutory dues:
 - a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues, except Investor Education and Protection Fund, have generally been regularly deposited with the appropriate authorities. As explained to us, no undisputed amounts payable were in arrears as at 31st March, 2013 for a period of more than six months from the date they become payable.
 - b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of Service Tax, Custom Duty, Excise Duty, Wealth tax and Sales Tax which have not been deposited on account of any dispute and the particulars of dues of Income Tax as at 31st March 2013 which has not been deposited on account of a dispute, are as follows :

Statement of Disputed Dues				
Name of the Statute	Nature of the Dues	Amount under dispute not yet deposited (Rs.)	Period to which amount relates	Forum where dispute is pending
	Income Tax	3,11,917	A.Y.2008-09	Income tax Appellate Tribunal - Ahmedabad
Income Tax Act, 1961.	Income Tax	1,35,832	A.Y.2009-10	Income tax Appellate Tribunal - Ahmedabad
	Income Tax	1,35,802	A.Y.2010-11	Income tax Appellate Tribunal - Ahmedabad

CHARTERED CAPITAL AND INVESTMENT LIMITED

10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to Banks. Company has not raised any fund from financial institutions or debenture holders.
12. According to the information and explanation given to us the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. As the provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company, the provisions of Clause (xiii) of paragraph 4 of the Order is not applicable to the Company.
14. According to the information and explanations given to us, The Company has maintained records of the transactions and contracts in respect of the trading in shares, debentures and other securities and timely periodic entries are made therein. All shares, debentures and other securities, in which company has invested are held by the company in its own name except to the extent of the exemption, granted under section 49 of the companies Act 1956.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution. Therefore, the provisions of clause 4(xv) of the Order are not applicable to the Company.
16. The Company did not have any term loans outstanding during the year.
17. According to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have prima facie not been used during the year for long-term investment.
18. According to the information and explanations given to us, during the year covered by our audit, the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
19. According to the information and explanations given to us, during the year covered by our report, the Company has not issued any secured debentures.
20. During the year covered by our report, the Company has not raised any money by way of public issue. Accordingly Provisions of Clause 4(XX) of the order are not applicable to the Company.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year nor have we been informed of nor such case by the Management.

For MAYANK SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Registration No. 106109W)

Place : Ahmedabad
Date : 27/05/2013

(M.S.SHAH)
PARTNER
M.No.44093

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Schedule	31 March 2013 Amount Rs.	31 March 2012 Amount Rs.
EQUITY AND LIABILITIES			
1 Shareholder's funds			
Share Capital	3	30,116,000	30,116,000
Reserves & Surplus	4	177,059,200	174,978,738
2 Non-current liabilities			
Deferred Tax Liabilities	5	479,058	500,373
3 Current liabilities			
Short-term Borrowings	6	36,819,873	-
Other Current Liabilities	7	3,054,447	3,547,941
Short-term Provisions	8	-	325,985
	TOTAL	247,528,578	209,469,037
ASSETS			
1 Non-current Assets			
Fixed Assets			
Tangible Assets	9	4,297,270	4,599,376
Non-current Investments	10	129,943,054	105,792,665
Long-term Loans and Advances	11	9,451,000	9,226,000
Other Non-current Assets	12	260,000	260,000
2 Current Assets			
Trade Receivables	13	457,505	-
Cash and Bank Balances	14	95,586,265	80,767,942
Short-term Loans and Advances	15	1,132,240	2,581,548
Other Current Assets	16	6,401,244	6,241,506
	TOTAL	247,528,578	209,469,037
Summary of Significant Accounting Policies	2		
The notes are an integral part of the financial statements	-		

As per our report of even date attached
For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)

(M.S.SHAH)
PARTNER
M. No. 44093
Place: Ahmedabad
Date : 27/05/2013

For AND ON BEHALF OF THE BOARD OF DIRECTORS

M.N.KHERICHA

MANAGING DIRECTOR

A. L. SANGHVI

VICE CHAIRMAN

MANOJKUMAR RAMRAKHYANI

COMPANY SECRETARY

CHARTERED CAPITAL AND INVESTMENT LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31 MARCH 2013**

PARTICULARS	NOTES	31 March 2013 AMOUNT RS.	31 March 2012 AMOUNT RS.
INCOME			
Revenue from Operations	17	3,536,679	23,610,301
Other Income	18	11,221,283	7,862,883
	Total Revenue	14,757,962	31,473,184
EXPENDITURE			
Employee Benefit Expenses	19	5,223,667	5,453,300
Finance Costs	20	2,329,075	595,618
Depreciation and Amortisation Expense		302,106	302,106
Other Expenses	21	3,668,967	3,917,495
	Total Expenses	11,523,815	10,268,519
Profit Before Tax		3,234,147	21,204,665
Tax Expenses			
Current Tax		1,175,000	4,900,000
Deferred Tax		(21,315)	70,009
Tax in respect of Earlier Years		-	1,203,300
		1,153,685	6,173,309
Profit for the year		2,080,462	15,031,356
Earning per Equity Share of Face Value of Rs. 10/- each			
Basic as well as Diluted Earning per Equity Share		0.69	4.99
Summary of Significant Accounting Policies	2		
The notes are an integral part of the financial statements			

As per our report of even date attached
For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)

(M.S.SHAH)
PARTNER
M. No. 44093
Place: Ahmedabad
Date : 27/05/2013

For AND ON BEHALF OF THE BOARD OF DIRECTORS

M.N.KHERICHA MANAGING DIRECTOR

A. L. SANGHVI VICE CHAIRMAN

MANOJKUMAR RAMRAKHYANI COMPANY SECRETARY

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31 MARCH 2013

Particulars	Year Ended 31 March 2013 Amount Rs.	Year Ended 31 March 2012 Amount Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extra ordinary items	3,234,147	21,204,665
Adjustment for :		
Depreciation	302,106	302,106
Loss/(Profit) on sale of Investments	4,699,335	(2,229,481)
Dividend Income	(5,111,766)	(4,325,408)
Operating Profit before Working Capital changes	<u>3,123,822</u>	<u>14,951,882</u>
Adjustment for :		
Current Assets	891,555	(52,809,925)
Current Liabilities & Provisions	(493,494)	(1,779,289)
Cash from operating activities	3,521,883	(39,637,332)
Income Tax paid	(1,560,475)	(1,700,000)
Net Cash from operating activities (A)	<u>1,961,408</u>	<u>(41,337,332)</u>
B. CASH FLOW FROM INVESTING ACTIVITY		
Sale/(Purchase) of Investment (Net)	(28,849,724)	23,295,699
Dividend Income	5,111,766	4,325,408
Net Cash Generated from investing activities (B)	<u>(23,737,958)</u>	<u>27,621,107</u>
C. CASH FLOW FROM FINANCE ACTIVITY		
Borrowing (Net) (Secured & unsecured loans)	36,819,873	(14,525,211)
Increase in Non-current Assets	(24,187,232)	36,887,139
Net Cash from financing activities (C)	<u>12,632,641</u>	<u>22,361,928</u>
NET INCREASE/(DECREASE) IN CASH/BANK BALANCE [D=A+B+C]	<u>(9,143,909)</u>	<u>8,645,703</u>
CASH & CASH EQUIVALENT - OPENING BALANCE	9,945,959	1,300,256
CASH & CASH EQUIVALENT - CLOSING BALANCE	802,050	9,945,959

As per our report of even date attached
For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)

(M.S.SHAH)
PARTNER
M. No. 44093
Place: Ahmedabad
Date : 27/05/2013

For AND ON BEHALF OF THE BOARD OF DIRECTORS

M.N.KHERICHA MANAGING DIRECTOR

A. L. SANGHVI VICE CHAIRMAN

MANOJKUMAR RAMRAKHYANI COMPANY SECRETARY

CHARTERED CAPITAL AND INVESTMENT LIMITED

1. COMPANY INFORMATION:

Chartered Capital and Investment Limited is a Public Limited Company, listed on the Ahmedabad Stock Exchange Limited (ASE) and Bombay Stock Exchange Limited (BSE). The Company is registered as Merchant Banker with the Securities & Exchange Board of India (SEBI). The Company is principally engaged in Merchant Banking activities.

2. SIGNIFICANT ACCOUNTING POLICIES :

a. ACCOUNTING CONVENTIONS

I) Basis of Preparation of Financial Statements

The financial statements of the Company are prepared under the historical cost convention on accrual basis of accounting in all material respects in accordance with the notified Accounting Standards by Companies (Accounting Standards) Rules 2006 (as amended) and the relevant Provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Company during the year.

The presentation of the accounts is based on the revised Schedule VI of the Companies Act, 1956. All assets and liabilities are classified in to current and non-current generally based on criteria of realization / settlement within twelve months period from the balance sheet date.

II) Use of Estimates

The preparation of the financial statements in conformity with Indian Generally Accepted Accounting Practices requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods

b. ACCOUNTING FOR FUTURES & OPTIONS

I. Equity Index / Stock – Futures

- (i) Equity Index/Stock-Futures are marked-to-market on daily basis. Debit or credit balance disclosed under Loans & Advances or Current Liabilities, respectively, in the “Mark-to-Market Margin – Equity Index/Stock Future Account”, represents the net amount paid or received on the basis of movement in the prices of index/Stock Futures till the balance sheet date.
- (ii) As on the balance sheet date, the profit/loss on open positions in Index/Stock Futures are accounted for as follows:
 - Credit balance in the “Mark-to-Market Margin – Equity Index/Stock Future Account”, Being anticipated profit, is ignored & no credit is taken in the profit & loss account.
 - Debit balance in the “Mark-to-Market Margin – Equity Index/Stock Futures Account”, being anticipated loss, is recognised in the profit and loss account.
- (iii) On final settlement or squaring-up of contracts for Equity Index/Stock Futures, the profit or loss is calculated as difference between settlement/squaring-up price and contract price. Accordingly, debit or credit balance pertaining to the settled/squared-up contract in “Mark-to-Market Margin – Equity Index/Stock Futures Account” is recognised in the profit and loss account upon expiry or settlement of the contracts. When more than one contract in respect of the relevant series of Equity Index/Stock Futures contract to which the squared-up contract pertains is outstanding at the time of the squaring-up of the contract, the contract price of the contract so squared-up is determined using weighted average method for calculating profit/loss on squaring-up.
- (iv) “Initial Margin – Equity Index/Stock Futures Account”, representing initial margin paid, and “Margin Deposits”, representing additional margin over and above initial margin, for entering into contracts for Equity Index / Stock Futures, which are released on final settlement/squaring-up of underlying contracts, are disclosed under Loans and Advances.

II. Equity Index / Stock – Options

- (i) As at the balance sheet date, in the case of long positions, provisions is made for the amount by which the premium paid for those options exceeds the premium prevailing on the balance sheet, and in the case of short positions, for the amount by which premium prevailing on the balance sheet date exceeds the premium received for those options, and reflected in “Provisions for Loss on Equity Index/Stock Option Account”.

(ii) When the Option contracts are squared-up before expiry of the options, the premium prevailing on that date is recognised in profit and loss account. If more than one option contract in respect of the same index/stock with the same strike and expiry date to which the squared-up contract pertains is outstanding at the time of squaring-up of the contract, weighted average method is followed for determining profit or loss. On expiry of the contracts and on exercising the options, the difference between final settlement price and the strike price is transferred to the profit and loss account. In both the above cases, premium paid or received for buying or selling the options, as the case may be, is recognised in the profit and loss account for all squared-up/settled contracts.

(iii) "Equity Index/Stock options margin account", representing initial margin paid and "Margin Deposit", representing additional margin paid over and above initial margin, for entering into contracts for Equity Index/Stock options, which are released on final settlement/squaring-up of underlying contracts, are disclosed under Loans and advances.

c. FIXED ASSETS

Tangible Assets

Fixed assets are stated at cost of acquisition/construction less Accumulated Depreciation and impairment loss if any. Cost of acquisition includes non refundable taxes, duties, freight and other costs that are directly attributable to bringing assets to their working condition for their intended use.

d. DEPRECIATION ON FIXED ASSETS

Tangible Assets

Depreciation on Fixed Assets is provided on straight-line method on Pro-rata basis at rates and in manner specified in Schedule XIV of the Companies Act, 1956.

e. IMPAIRMENT OF ASSETS

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

f. INVESTMENTS

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term Investments. Long term investments are stated at cost of acquisition. Provision for diminution in value of long term investments is made, only if such decline is other than temporary.

g. REVENUE RECOGNITION

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

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

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

(iii) Underwriting Commission is recognised on accrual basis and is exclusive of Service Tax.

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

(v) Profit/Loss earned on sale of Investments is recognised on trade date basis. Profit/Loss on sale of Investments is determined based on the weighted average cost of the Investments sold. Profit/Loss on closed positions of Derivative instruments is recognised on final settlement or squaring up of the contracts. For Profit/Loss on Derivative instruments where the company has open positions at the year-end refer Point 3 below.

(vi) Interest income is recognised on accrual basis.

(vii) Brokerage earned from primary market operations, i.e. procuring subscription from investors for public offerings of companies are recorded on determination of the amount due to the company, once the allotment of securities is completed.

CHARTERED CAPITAL AND INVESTMENT LIMITED

h. EMPLOYEE BENEFITS

(i) Short Term Employees Benefit

Short Term Benefits are recognized as expenditure at the undiscounted value in the Profit and Loss Account of the year in which the related services are rendered.

(ii) Post Employment Benefit

Defined Contribution Plans – Monthly contributions to the Provident Fund which is defined contribution schemes are charged to Profit and Loss Account and deposited with the Provident Fund Authorities on monthly basis.

Defined Benefit Plans – Gratuity to Employees are recognised in Profit and Loss Account as when paid to Employees.

(iii) Terminal Benefit

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

i. BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

j. TAXES ON INCOME

Tax expense for a year comprises of current tax and deferred tax.

Current tax are measured at the amount expected to be paid to the tax authorities, after taking into consideration, the applicable deductions and exemptions admissible under the provisions of the Income tax Act, 1961.

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing difference of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If there is unabsorbed depreciation or carry forward of losses under tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

k. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

l. CASH FLOW STATEMENT

The Cash Flow Statement is prepared by the Indirect Method set out in Accounting Standards on Cash Flow Statement & presents cash flows by operating, investing & financing activities of the Company.

Cash and Cash Equivalent for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

m. EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a right share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

n. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, demand deposits with banks ,other short-term highly liquid investments with original maturities of three months or less

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2013

PARTICULARS	31 March 2013 AMOUNT RS.	31 March 2012 AMOUNT RS.
3 Share Capital		
Authorised:		
70,00,000 (31 March 2012 : 70,00,000) Equity shares of Rs.10/- each	70,000,000	70,000,000
TOTAL RS.	70,000,000	70,000,000
Issued, Subscribed & Fully Paid-up:		
30,11,600 (31 March 2012 : 30,11,600) Equity shares of Rs.10/- each	30,116,000	30,116,000
TOTAL RS.	30,116,000	30,116,000

3.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:-

Equity Shares	31 March 2013		31 March 2012	
	Nos.	Amount Rs.	Nos.	Amount
At the beginning of the period	3011600	30,116,000	3011600	30,116,000
Issued during the period	-	-	-	-
Outstanding at the end of the period	3011600	30,116,000	3011600	30,116,000

3.2 Terms / rights attached to Equity Shares

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

3.3 Details of shareholders holding more than 5% shares in the company

Name of Shareholder	31 March 2013		31 March 2012	
	Nos.	% holdig in the class	Nos.	% holdig in the class
Mohib N. Khericha	1,035,502	34.38	921,182	30.59
A. L. Shanghvi	397,950	13.21	337,600	11.21
Sumitra A. Shanghvi	258,200	8.57	258,200	8.57

PARTICULARS	31 March 2013 AMOUNT RS.	31 March 2012 AMOUNT RS.
4 Reserves & Surplus		
a) Share Premium		
Balance as per last Balance Sheet	15,116,000	15,116,000
b) General Reserve		
Balance as per last Balance Sheet	9,533,107	9,533,107
c) Profit & Loss Account		
Balance as per last Balance Sheet	150,329,631	135,298,275
Add: Net Profit during the year	2,080,462	15,031,356
TOTAL RS.	177,059,200	174,978,738

CHARTERED CAPITAL AND INVESTMENT LIMITED

PARTICULARS	31 March 2013 AMOUNT RS.	31 March 2012 AMOUNT RS.
5 Deferred Tax Liabilities		
Impact of difference between tax depreciation and book depreciation	479,058	500,373
TOTAL RS.	479,058	500,373
6 Short-term Borrowings		
Secured:		
Bank Over Draft	36,819,873	-
(Secured by Fixed Deposits in the name of the Company)		
TOTAL RS.	36,819,873	-
7 Other Current Liabilities		
Statutory Dues	170,973	87,690
Other Payables	2,883,474	3,460,251
TOTAL RS.	3,054,447	3,547,941
8 Short-term Provisions		
Provision for Income-tax (Net of Advance Tax)	-	325,985
TOTAL RS.	-	325,985

9 Fixed Assets

PARTICULARS	GROSS BLOCK (AT COST)			DEPRECIATION				NET BLOCK		
	As On 1/04/2012	Addition during the Year	Deductions during the Year	As On 31/03/2013	As On 1/04/2012	Addition during the Year	Deductions During the Year	As On 31/03/2013	As On 31/03/2013	As On 31/03/2012
Tangible Assets										
1 Office Building	1,853,230	-	-	1,853,230	543,405	30,208	-	573,613	1,279,617	1,309,825
2 Furniture & Fixtures	2,849,094	-	-	2,849,094	288,158	182,373	-	470,531	2,378,563	2,560,936
3 Office Equipments	407,540	-	-	407,540	40,490	17,838	-	58,328	349,212	367,050
4 Electrical Installation	117,290	-	-	117,290	8,324	5,571	-	13,895	103,395	108,966
5 Computer Equipments	567,763	-	-	567,763	332,889	62,690	-	395,579	172,184	234,874
6 Vehicles	36,065	-	-	36,065	18,340	3,426	-	21,766	14,299	17,725
Total Rs.	5,830,982	-	-	5,830,982	1,231,606	302,106	-	1,533,712	4,297,270	4,599,376
Previous Year Total	5,830,982	-	-	5,830,982	929,500	302,106	-	1,231,606	4,599,376	4,901,482

PARTICULARS	31 March 2013		31 March 2012	
	Nos.	Amount Rs.	Nos.	Amount
10 Non-current Investments				
(valued at cost unless stated otherwise)				
Trade Investments (un-quoted)				
Investment in partnership firm				
96% (31 March 2012 : 96%) share in the partnership firm Shabina enterprise	-	2,973,314	-	2,973,314
Total Trade Investments (A)		2,973,314		2,973,314
Details of Investment in Shabina Enterprise - Partnership Firm				
Name of the Partner and Share in Profits		31 March 2013		31 March 2012
Chartered capital and investment limited		96%		96%
Mohib N. Khericha		1%		1%
Sofia Mohib Khericha		1%		1%
Amritlal R. Sanghvi HUF		1%		1%
Sumitra A. Shanghvi		1%		1%
Total capital of the firm (Amount in Rs.)		3,097,200		3,097,200
Other Investments				
In Equity Shares (quoted, fully paid up)				
Adani Port and Special Economic Zone Limited of Rs. 2/- each	39,580	6,576,861	39,580	6,576,861
Antarctica Limited of Rs. 2/- each	5,300	87,590	5,300	87,590
Ashoka Buidcon Limited of Rs.10/- each	2,500	835,514	2,500	835,514
Bajaj Corp Limited .of Rs.1/- each	15,365	2,215,558	15,365	2,215,558
BGR Energy Systems Limited of Rs. 10/- each	1,049	891,095	1,049	891,095
Bhagwati Banquets & Hotels Limited of Rs. 10/- each	100,000	3,306,844	100,000	3,306,844
Chennai Petroleum Limited Rs. 10/- each	-	-	4,200	269,081
Coal India Limited of Rs. 10/- each	10,000	2,614,806	10,000	2,614,806
CMC Limited of Rs. 10/- each	-	-	2,000	525,449
DQ Entertainment Limited of Rs. 10/- each	14,919	2,111,007	14,919	2,111,007
DCM Limited of Rs. 10/- each	2,000	378,850	2,000	304,370
Electrosteel steel Limited of Rs. 10/- each	191,280	2,198,426	191,280	2,198,426
Entertainment Network Limited of Rs. 10/- each	2,500	658,300	-	-
Future Capital Holdings Limited of Rs. 10/- each	1,007	1,077,916	1,007	1,077,916
Gujarat Mineral Development Corporation Limited of Rs. 2/- each	78,633	6,712,996	86,980	6,232,640
Gravita India Limited of Rs. 2/- each	410	23,727	65,582	17,122,394
Gujarat Industries Power Corporation Limited of Rs. 10/- each	33,300	2,264,400	33,300	2,264,400
Gujarat Pipava Limited of Rs. 10/- each	2,000	106,708	2,000	106,708
IL & FS Transportation Networks Limited of Rs. 10/- each	20,557	5,804,359	20,557	5,804,359
Industrial Finance Crporation of India Limited of Rs. 10/- each	50,000	1,766,414	50,000	678,750
Jaysynth Dyestuff (India) Limited of Rs. 1/- each	900	121,500	900	121,500
Jyothi Laboratory Limited of Rs. 1/- each*	6,000	523,446	3,000	523,446
Kolte-Patil Developers Limited of Rs. 10/- each	12,500	1,337,906	12,500	2,404,194
L & T Finance Holding Limited of Rs. 10/- each	7,500	336,028	-	-
Lippi Systems Limited of Rs. 10/- each	7,100	4,658	7,100	4,658
Moil Limited of Rs. 10/- each	4,000	2,199,472	4,000	2,199,471
Muthoot Finance Limited of Rs. 10/- each	2,000	397,349	2,000	397,349
NHPC Limited of Rs. 10/- each	76,414	3,311,469	304,414	13,192,052
NTPC Limited of Rs. 10/- each	303,352	45,100,359	3,352	207,824
Power Grid Corporation Of India Limited of Rs. 10/- each	21,600	2,103,521	21,600	2,103,521
Pratiksha Chemicals Limited of Rs. 10/- each	3,400	36,000	3,400	36,000

* Company has issued bonus share in the ratio 1:1 on 17.07.2012

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PARTICULARS	31 March 2013		31 March 2012	
	Nos.	Amount Rs.	Nos.	Amount
Prism Cement Limited of Rs. 10/- each	48,700	469,745	48,700	469,745
Refinol Resin & Chemicals Limited of Rs. 10/- each	19,210	189,236	19,210	189,236
Reliance Industries Limited of Rs. 10/- each	8,804	3,075,276	8,804	3,075,276
Reliance Power Limited of Rs. 10/- each	720	173,404	720	173,404
Rural Electrification Corporation Limited of Rs. 10/- each	-	-	10,787	1,551,958
SKS Microfinance Limited of Rs. 10/- each	2,500	310,434	-	-
S. Kumar Nationwide Limited of Rs. 10/- each	10,000	252,964	10,000	252,964
Satyam Computer Services Limited of Rs. 2/- each	-	-	3,600	1,347,406
Tirupati Foams Limited of Rs. 10/- each	50,000	1,800,000	50,000	1,800,000
Tata Consultancy Services Limited of Rs. 1/- each	-	-	2,088	443,700
T D Power Systems Limited of Rs. 10/- each	1,134,252	2,488,446	1,134,252	2,488,446
Tata Steel Limited of Rs. 10/- each	-	-	1,040	205,389
Tv 18 Broadcast limited	3,462	130,845	3,465	368,876
TCI Finance Limited of Rs. 10/- each	27,000	73,170	27,000	73,170
Network 18 Media & Investment Limited of Rs. 5/- each	662	70,536	662	70,536
Zee Entertainment Enterprises Limited of Rs. 1/- each	-	-	6,570	1,961,275
Zee Learn Limited of Rs. 1/- each	821	-	821	-
		104,137,135		90,885,164
In Equity Shares (un-quoted, fully paid up)				
Arrow Macca Ltd of Rs. 10/- each	6,500	66,360	6,500	66,360
Canal Glass Limited of Rs. 10/- each	7,600	103,832	7,600	103,832
Chatered Motors P. Ltd of Rs. 10/- each	102,225	2,044,500	102,225	2,044,500
Credence Sound & vision limited of Rs. 2/- each	60,000	42,000	60,000	42,000
Dairy Den Ltd. Of Rs. 10/- each	18	12,635	18	12,635
Frontline Corporation Limited of Rs. 10/- each	100	1,020	100	1,020
G M Bell Healthcare Ltd of Rs. 10/- each	180,000	4,680,000	180,000	4,680,000
Indiatatia Refcon Ltd. of Rs. 10/- each	19,500	14,625	19,500	14,625
Janzen Cast Metal Ltd. of Rs. 10/- each	5,000	51,050	5,000	51,050
NEPC Agro Foods Limited of Rs. 10/- each	31,333	824,667	31,333	824,667
NEPC Textile Limited of Rs. 10/- each**	11,474	356,206	14,769	356,206
Preyanshu Exports Ltd. of Rs. 10/- each	5,500	84,242	5,500	84,242
Purohit Construction Ltd of Rs. 10/- each	6,000	96,000	6,000	96,000
Simandhar Finance Limited of Rs. 10/- each	1,400	14,000	1,400	14,000
Tirupati Shettlers Ltd. of Rs. 10/- each	50,000	500,000	50,000	500,000
		8,891,137		8,891,137
** Company has made Capital Reduction on 28/08/2012				
In Bonds (quoted)				
HUDCO Bond-8.20%	4,449	4,861,035	-	-
REC Bond	3,819	4,264,511	-	-
PFC Bond	1,610	1,772,872	-	-
		10,898,418		-
In Mutual Funds (un-quoted)				
IDFC Mutual Fund	100,000	1,000,000	100,000	1,000,000
DSP Black Rock Focus Fund 25	100,000	1,000,000	100,000	1,000,000
Reliance Small Cap Fund	100,000	1,000,000	100,000	1,000,000
		3,000,000		3,000,000
In Preference Shares (un-quoted, fully paid up)				
Network 18 media & investment Limited	287	43,050	287	43,050
Total Other Investments (B)		126,969,740		102,819,351
Total Non-current Investments (A+B)		129,943,054		105,792,665
Aggregate amount of quoted investments		115,035,553		90,885,164
Market Value of quoted investments		399,915,409		398,480,077
Aggregate amount of un-quoted investments		14,907,501		14,907,501

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PARTICULARS	31 March 2013 AMOUNT RS.	31 March 2012 AMOUNT RS.
11 Long Term Loans and Advances		
Security Deposit (Secured, considered good)	10,000	10,000
Other Loans and Advances (Unsecured, considered good)	9,441,000	9,216,000
TOTAL RS.	9,451,000	9,226,000
12 Other Non-current Assets (Unsecured, considered Good)		
Non-current Cash Balance	260,000	260,000
TOTAL RS.	260,000	260,000
13 Trade Receivables (Unsecured, considered good)		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Other Receivables	457,505	-
TOTAL RS.	457,505	-
14 Cash and Bank Balances		
a) Cash and Cash Equivalents		
Balances with Banks	664,466	9,810,281
Cash on Hand	137,584	135,678
b) Other Bank Balances		
Balances with Bank		
i) In Deposit Accounts exceeding 12 months Maturity	65,813,822	22,797,112
ii) In Deposit Accounts exceeding 3 month but not exceeding 12 months	28,970,393	48,024,871
TOTAL RS.	95,586,265	80,767,942
15 Short Term Loans and Advances		
Advances recoverable in Cash or in Kind	1,132,240	2,581,548
TOTAL RS.	1,132,240	2,581,548
16 Other Current Assets		
Other Receivable	902,539	-
Advance Tax (Net of Provision for Income-tax)	59,490	-
Interest accrued on Fixed Deposits	5,439,215	6,241,506
TOTAL RS.	6,401,244	6,241,506
17 Revenue from Operations		
Sale of Services		
- Merchant Banking Fees	1,925,997	12,780,222
- Consultation Fees (Syndicate Fees)	235,000	1,726,655
- Underwriting Commission (Net)	-	3,555,000
TOTAL RS.	2,160,997	18,061,877
Other Operating Income		
- Profit/(Loss) on Sale of Investment / Dealing in Securities (Net)	(3,736,084)	1,223,016
- Dividend Income	5,111,766	4,325,408
TOTAL RS.	1,375,682	5,548,424
TOTAL RS.	3,536,679	23,610,301

CHARTERED CAPITAL AND INVESTMENT LIMITED

PARTICULARS	31 March 2013 AMOUNT RS.	31 March 2012 AMOUNT RS.
18 Other Income		
Interest Income	11,221,283	7,846,056
Brokerage	-	16,827
TOTAL RS.	11,221,283	7,862,883
19 Employee Benefit Expenses		
Salaries, wages and bonus	3,627,592	3,842,650
Director remuneration & allowance	1,449,360	1,449,360
Contribution to provident and other fund	91,637	109,704
Staff welfare expenses	55,078	51,586
TOTAL RS.	5,223,667	5,453,300
20 Finance Costs		
Bank charges	7,206	5,892
Interest Expenses	2,321,869	589,726
TOTAL RS.	2,329,075	595,618
21 Other Expenses		
Advertisement Exp.	37,289	46,533
Auditor's remuneration:		
- Statutory audit fees	28,090	28,090
Conveyance & Vehicle Expenses	461,031	419,070
Demat Expenses	14,384	21,746
Electricity Expenses	53,968	89,846
Legal and Professional Fees	1,991,602	1,808,343
Misc. Expenses	184,125	65,641
Municipal Tax	33,340	29,662
Office Expenses	21,047	24,085
Postage and Telephone Expenses	178,772	205,832
Rent Exp.	28,000	514,000
Repairs & Maintenance	117,348	55,960
SEBI Registration Fees	-	166,665
Security Transaction tax	306,313	93,274
Service Tax Expense	106,236	32,896
Stationery & Printing Expenses	37,340	54,826
Sub. Membership & Reg.Fees	53,424	79,673
Travelling Expenses	16,658	181,353
TOTAL RS.	3,668,967	3,917,495

22. Contingent Liability

		Amount (Rs.)	
Sr. No.	Nature of Liabilities	2012-13 In Rupees	2011-12 In Rupees
1	Disputed matters in appeals/contested in respect of Income Tax	5,83,551	5,83,551

23. Related party disclosure**a. Names of related parties and nature of relationship****I. Key Management Personnel and their relatives (KMP)**

1. Shri Sanantan Munsif Chairman
2. Shri Mohib Khericha Managing Director
3. Shri A.L. Sanghvi Vice Chairman

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

- (i) Shabina Enterprise.
- (ii) TD Power Systems Limited

b. Transactions with related parties

Related party disclosure	Relationship	for the year 31/03/2013	for the year 31/03/2012
Remuneration			
Shri Mohib Khericha	KMP	14,49,360	14,49,360
Investment at the end of the year			
Shabina Enterprise	Enterprise	29,73,314	29,73,314
TD Power Systems Limited	Enterprise	24,88,446	24,88,446

Notes:-

- (i) No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.

24 Segment Reporting:

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

CHARTERED CAPITAL AND INVESTMENT LIMITED

25 Employees' Benefits

(a) Defined Benefit Plan :

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

(b) Defined contribution plan :

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

<u>Particulars</u>	<u>Amount (Rs.)</u>
Employer's contribution to provident fund	1,10,106

26. Earning Per Equity share (EPS)

<u>Particulars</u>	<u>31 March 2013 Amount Rs.</u>	<u>31 March 2012 Amount Rs.</u>
Profit (Loss) after Tax	2,080,462	15,031,356
Weighted average number of equity shares	3,011,600	3,011,600
Basic and Diluted EPS	0.69	4.99
Nominal Value per share	10	10

27. Details of dues to micro and small enterprises as defined under the MSMED Act,2006.

There are no Micro, Small and Medium Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March,2013. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

28. Activity in foreign currency

Expenditure in foreign currencies – Nil

29. Investments of the Company have been considered by the management to be of long-term nature and hence they are valued at cost of acquisition. In respect of quoted investments where the market value is lower than the acquisition cost, no provision is made for diminution in the value of such investments, since in the opinion of the board it is a temporary phenomenon and no provision is necessary.

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

31. Hon'ble Securities Appellate Tribunal(SAT) has, vide its order dated October 25,2012,While hearing an appeal made by company against the orders passed by SEBI,set aside the said orders of SEBI and also directed the SEBI to complete the investigation & take appropriate decision qua the appellants by December 31,2012. SEBI had earlier vide its ex-parte ad-interim order dated December 28, 2011 in the matter of IPO of RDB Rasayans Limited for which the Company was the BRLM, has, inter alia, prohibited the Company and its 2 key officials, from taking up any new assignment or involvement on any new issue of capital including IPO, follow-on issue etc. from the securities market in any manner whatsoever from the date of the Impugned Order till further directions. SEBI further confirmed the said order through their confirmatory order dated September 7, 2012.

As per our report of even date attached
For MAYANK SHAH & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106109W)

(M.S.SHAH)
PARTNER
M. No. 44093
Place: Ahmedabad
Date : 27/05/2013

For AND ON BEHALF OF THE BOARD OF DIRECTORS

M.N.KHERICHA *MANAGING DIRECTOR*

A. L. SANGHVI *VICE CHAIRMAN*

MANOJKUMAR RAMRAKHYANI *COMPANY SECRETARY*

CHARTERED CAPITAL AND INVESTMENT LIMITED
REGISTERED OFFICE: 711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380 006.

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting venue

Members Folio No.

Client I.D.

D.P.I.D.

Name of the Member attending the Meeting

In case of proxy, Name of proxy

I Hereby record my presence at the 27th Annual General Meeting convened at the registered office of the Company at 711, Mahakant, Opp. V.S. Hospital, Ellisbridge, Ahmedabad-380 006 on **Monday, September 30, 2013.**

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

NOTE: Members/ Joint Members are requested to bring the attendance slip with them.

CHARTERED CAPITAL AND INVESTMENT LIMITED
REGISTERED OFFICE: 711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380 006.

PROXY FORM

I/We _____ of
_____ being a Member /Members of
CHARTERED CAPITAL AND INVESTMENT LIMITED, hereby appoint _____ of
_____ or failing him _____

Or

failing him _____ of _____

As my/our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held **Monday, September 30, 2013** and at any adjournment thereof.

Signed this _____ day of _____ 2013.

Signed by the said of _____ of _____

Affix Rs. 1/- Revenue Stamp

Note:

If a member is unable to attend the Meeting, he may sign this form and send it to the Company's Registered Office at 711, Mahakant, Opp. V.S. Hospital, Ellisbridge, Ahmedabad-380 006. So as to reach them not less than 48 hour before the Meeting.

BOOK - POST

TO, _____

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