

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

Website: www.chartered.co.in Email Id: cs@chartered.co.in Tel:-079-26891752-53-54-55

CIN No. L74140GJ1995PLCO26351

NOTICE OF AN EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that Extra-Ordinary General Meeting of the Members of Chartered Logistics Limited will be held on Wednesday, 15th December, 2021 at 10:00 A.M. at B/502, Stellar, Opp. Arista, Sindhu Bhavan Road, Ahmedabad-380059, Gujarat to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF MS. PRIYANKA KISHORBHAI GOLA (DIN: 09384530) AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association and pursuant to the recommendation of Nomination and Remuneration Committee, Ms. Priyanka KishorBhai Gola (DIN: 09384530) who was appointed by the Board of Directors as an Additional Director of the Company in the Independent capacity w.e.f. 12th November 2021 and who holds office as an Additional Director up to the date of this Extra-Ordinary General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 12th November 2021 to 11th November 2026 and not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary and expedient to give effect to this resolution."

2. APPOINTMENT OF MR. DIPESH FULCHAND GUNDESHA (DIN: 09380797) AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association and pursuant to the recommendation of Nomination and Remuneration Committee, Mr. Dipesh Fulchand Gundesha (DIN: 09380797) who was appointed by the Board of Directors as an Additional Director of the Company in the Independent capacity w.e.f. 12th November 2021 and who holds office as an Additional Director up to the date of this Extra-Ordinary General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to

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hold office for a term of 5 (five) consecutive years with effect from $12^{\rm th}$ November 2021 to $11^{\rm th}$ November 2026 and not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary and expedient to give effect to this resolution."

3. RE-CLASSIFICATION OF THE SHAREHOLDERS FROM "PROMOTER AND PROMOTER GROUP" CATEGORY TO "PUBLIC" CATEGORY:

To consider and approve re-classification of Promoters of the Company and in this regard to consider and fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "Listing Regulations") or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of the company be and is hereby given to re-classify the following person(s) (hereinafter individually and jointly referred to as the 'applicants') from "Promoter and Promoter Group Category" to Public Category" since the person is neither involved in the management nor holding any controlling stake in the Company. None of the aforesaid people has enter into any Shareholders Agreement with the Company and they have not got any Veto Rights or Special Information Rights or Special Rights as to Voting power or Control of the Company:—

Name(s) of Shareholders seeking reclassification from 'Promoter/ Promoter Group' to 'Public':			
Sr. No.	Name of Shareholders	Number of Shares Held at the time of intimation for reclassification	% Total Shares Held
1	Rajendra Gyanchand Gandhi	58,12,000	5.85
2	Santoshben Rajendra Gandhi	28,94,000	2.91

RESOLVED FURTHER THAT it is hereby confirmed that-

- a. The aforesaid person does not hold more than 10% of the paid-up capital of the Company.
- b. The shareholding of the aforesaid Promoter/Promoter Group is only upto 8.76% of the equity share capital of the Company.
- c. The aforesaid persons have not and will continue to not exercise director indirect control over the Company.
- d. No director of the above-said person has been or would be appointed as key managerial personnel of the Company.
- e. No special right was even held and would not be ever held by the above reclassified above said person/entity/company.

RESOLVED FURTHER THAT Mr. Lalit Gandhi, Managing Director, Mr. Harsh Gandhi, Executive Director and Ms. Sheetal Sharma, Company Secretary of the Company, be and are hereby severally authorised to intimate, and make necessary application to the stock exchanges within the permitted time, and to do all such acts and deeds as may be necessary to give effect to this resolution."

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By Order of the Board of Directors **CHARTERED LOGISTICS LIMITED** Sd/-

SHEETAL SHARMA

Company Secretary & Compliance Officer

ACS: 49272

Place: Ahmedabad Date: 12-11-2021

REGISTERED OFFICE:-

Chartered House, 6, Dada Estate, Sarkhej-Sanand Chokdi, Sarkhej, Ahmedabad-382210, Gujarat E-mail: cs@chartered.co.in

E-mail: <u>cs@chartered.co.in</u>
Website: <u>www.chartered.co.in</u>

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NOTES:

- 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies, to be effective, must be received by the company not later than forty-eight (48) hours before the commencement of the meeting. Proxy/Proxies submitted on behalf of limited companies, societies, etc. Must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than Ten (10) percent of the total share capital of the company carrying voting rights then such proxy shall not act as a proxy for any other person or shareholder. Only registered members of the company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013 ("the Act"). In case any shareholder has voted electronically then he/she can participate in the meeting but not vote.
- 2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members who see mail addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.chartered.co.in, web sites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. Shareholders who have not registered their email address and in consequence the Notice of EGM, and e-voting notice could not be serviced, may also temporarily provide their mail address and mobile number to the Company's Registrar and Share Transfer Agent. Alternatively, the member may send an e-mail request at the mail id info@skylinerta.com along with a scanned copy of the signed copy of the request letter providing thee mail address, mobile number, self-attested PAN copy, and Client Master copy in case of the electronic folio and copy of share certificate in case of physical folio for sending, Notice of EGM and the e-voting instructions.
- 3. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 9 December 2021, to Wednesday, December 15, 2021** (both days inclusive). During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three (3) days of notice in writing is given to the company. Equity shareholders holding shares in physical for mare requested to send their NECS Mandate For the format available for download on the Company's website **www.chartered.co.in**, duly filled in, under the signature of the Sole/First joint holder, to the Registrars and Share Transfer Agent of the Company Skyline Financial Services Private Limited. In the case of Equity Shareholders holding shares in electronic form, the NECS Mandate Form will Have to be sent to the concerned Depository Participants (DPs) directly, for shareholders who have not updated their bank account details, dividend warrants/demand drafts/ cheques will be sent out to their registered address son so the postal facility is available.
- 4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DPID and Client ID/Folio No.
- 5. Members can avail of the facility of nomination in respect of the shares held by them in the physical form under the provisions of Section 72 of the Companies Act,2013. Members desiring to avail of this facility may send their nomination in prescribed form SH-13 duly filed to Skyline Financial Services Private Limited, Registrar, and Transfer Agent of the Company.
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Members holding shares in electronic form may contact their respective deposit or participants.

- 6. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market deletion of the name of the deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP)in case of the holdings in dematerialization form or to Skyline Financial Services Private Limited. In case of holdings in physical form, mention your correct reference folio number.
- 7. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules,2014. Member holding shares in physical form may file nomination in the prescribed form SH-13 with Skyline Financial Services Private Limited. In respect of the shares held in demat form, the nomination form may be filed with the respective DP.
- 8. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and further amendment vide notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April 2019 unless the securities are held in dematerialized form with depositories. Therefore, members are requested to take action to dematerialize the equity shares of the Company, promptly. Members holding shares in the dematerialized form are requested to intimate all changes about their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Skyline Financial Services Private Limited.

Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. An electronic copy of the Notice of the Extra-ordinary General Meeting of the Company inter-alia indicating the process and e-voting along with Attendance sheet/Proxy form are being sent to all the members who see-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the Extra-ordinary General Meeting interalia indicating the process and manner of remote e-voting along with Attendance Slip/Proxy Form are being sent in the permitted mode.

9. Following the provision of section 108 of the Companies Act,2013 read with Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to participate through an electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of Central Depository Securities Limited (CDSL) to provide e- voting facilities and enable the members to cast their votes in secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link Error! Hyperlink reference is not valid. during the following voting period.

Commencement of e-voting: From 9:00 a.m. on 12th December 2021 End of e-voting: Upto 5:00 p.m. on 14th December 2021.

E-voting shall not be allowed beyond 5:00 P.M. 8th December 2021. EVSIN: 211114001.

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During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut off date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **8**th **December 2021.**

- The company has engaged the services of CDSL as the Authorized Agency to providevoting facilities.
- The company has appointed M/s. Yash Mehta & Associates, Practicing Company Secretary as scrutinizer for conducting and scrutinizing the e-voting process fairly and transparently.
- 10. Given the green initiative being undertaken by the Company, members who have not yet registered their e-mail ID address so far are requested to register/update their e-mail address with Skyline Financial Services Private Limited or with the Company at cs@chartered.co.in. Shareholders holding shares in the dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their DP. Members may also note that the Notice of the Extra- ordinary General Meeting will also be available on Company's website www.chartered.co.in for download. Route Map showing directions to reach the venue of the Extra-ordinary General Meeting is given in this Notice.

11. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins from **9.00 a.m. on 12th December 2021 and ends at 5.00 p.m. on 14th December 2021.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **8th December 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted before the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.
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(vi) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020,** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access the e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e- Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders holding securities in Demat mode with **NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository**Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining

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virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details	
Individual Shareholders	Members facing any technical issue in login can contact CDSL	
holding securities in Demat	helpdesk by sending a request at	
mode with CDSL	helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.	
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at tollfree no.: 1800 1020 990 and 1800 22 44 30	

- (vii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.		
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department		
	(Applicable for both demat shareholders as well as physical shareholders)		
	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.		
Dividend Bank Details OR Date of Birth Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy for as recorded in your demat account or in the company records in order login.			
(DOB)	• If both the details are not recorded with the depository or company,		

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please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant < Company Name > on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@chartered.co.in if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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

By Order of the Board of Directors **CHARTERED LOGISTICS LIMITED** Sd/-

SHEETAL SHARMA

Company Secretary & Compliance Officer

ACS: 49272

Place: Ahmedabad Date: 12-11-2021

Values :- Honesty & Integrity, Commitment, Efficiency, Safety.

• Vision :- To be a premium logistics company with focus on better than the best.

• Mission :- To deliver delight to our Customers, Stakeholders and Employees.



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

Website: www.chartered.co.in Email Id: cs@chartered.co.in Tel:-079-26891752-53-54-55

CIN No. L74140GJ1995PLCO26351

I. DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON "GENERAL MEETING":

A.

Name of the Director	Ms. Priyanka Kishorbhai Gola (DIN: 09384530)
Designation/Category	Additional Independent Director
Date of Birth	10-07-1993
Age	28 Years
Nationality	Indian
Qualification	Company Secretary, LLB, B.COM
Date of first appointment on the Board of the Company	12 th November, 2021
No. of Board Meetings attended during the Year 2020-21	N.A.
Expertise in specific functional area	Corporate Laws, Corporate Governance, Tax, Its and amongst other services across a wide range of industries
Brief Profile	Ms. Priyanka Kishorbhai Gola holds a valid Director Identification Number (DIN: 09384530), She is a qualified Company Secretary from ICSI and has a bachelor's degree in law (LLB) and bachelor degree in commerce from Saurashtra University. She has more than 7 years of work experience in diversified areas including Corporate Laws, Corporate Governance, Tax, ITs, and other services across a wide range of industries
Terms and conditions of appointment or reappointment	She will not be liable to retire by rotation.
Remuneration Last drawn	Nil
Shareholding in the Company	Nil
Directorship in the other Entities	Nil
Membership/Chairmanship in Committees (Other than Chartered Logistics Limited)	Nil
Relationship with other Director(s), Manager and KMP	Not related to other Director(s), Manager and KMP

В.

Name of the Director	Mr. Dipesh Fulchand Gundesha (DIN:
	09380797)
Designation/Category	Additional Independent Director
Date of Birth	08-10-1984
Age	37 Years

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CIN No. L74140GJ1995PLCO26351

Nationality	Indian
Qualification	Chartered Accountant
Date of first appointment on the Board of the Company	12 th November, 2021
No. of Board Meetings attended during the Year 2020-21	N.A.
Expertise in specific functional area	GST, Taxes, and accountancy
Brief Profile	Mr. Dipesh Fulchand Gundesha holds a valid Director Identification Number (DIN: 09380797), He is a Qualified Chartered Accountant from ICAI. He has more than 12 years of work experience in diversified areas including GST, Taxes, etc. He has addressed various sessions for ICAI, He is actively involved in addressing members of trade and industry on various issues of taxation and representing on behalf of various trade associations before departmental authorities
Terms and conditions of appointment or reappointment	He will not be liable to retire by rotation.
Remuneration Last drawn	Nil
Shareholding in the Company	1,02,682 Shares
Directorship in the other Entities	Nil
Membership/Chairmanship in Committees (Other than Chartered Logistics Limited)	Nil
Relationship with other Director(s), Manager and KMP	Not related to other Director(s), Manager and KMP

ANNEXURE TO NOTICE

II. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1

Ms. Priyanka Kishorbhai Gola (DIN: 09384530) has been appointed as an Additional Director in the Independent capacity with effect from 12th November 2021 under Section 161 of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meeting held on 12th November 2021. She holds office up to the date of the ensuing Extra-Ordinary General Meeting.

On the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, signifying intention to propose Ms. Priyanka Kishorbhai Gola as a candidate for the office of an Independent Director of the Company to hold office for five consecutive years for a period from 12th November 2021 to 11th November 2026 and shall not retire by rotation.

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CIN No. L74140GJ1995PLCO26351

Ms. Priyanka Kishorbhai Gola (DIN: 09384530) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

As per Section 149 of the Act, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Ms. Priyanka Kishorbhai Gola that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the Listing Regulations. Ms. Priyanka Kishorbhai Gola possesses appropriate skills, experience, and knowledge; inter alia, in Corporate Laws, Corporate Governance, Tax, ITs. In the opinion of the Board, Ms. Priyanka Kishorbhai Gola fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Priyanka Kishorbhai Gola is independent of the management.

The draft copy of the appointment letter of Ms. Priyanka Kishorbhai Gola as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during the business hours on any working days between 10.00 a.m. to 5.00 p.m. and also available at the venue of Extra-Ordinary General Meeting.

She is not holding any equity shares of the Company and she is not related to any Director of the Company.

Accordingly, your directors recommend the Special Resolution mentioned in item no. 1 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relative except Ms. Priyanka Kishorbhai Gola is in any way concerned or interested in the above resolution.

ITEM NO. 2

Mr. Dipesh Fulchand Gundesha (DIN: 09380797) has been appointed as an Additional Director in the Independent capacity with effect from 12th November 2021 under Section 161 of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meeting held on 12th November 2021. She holds office up to the date of the ensuing Extra-Ordinary General Meeting.

On the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, signifying intention to propose Mr. Dipesh Fulchand Gundesha as a candidate for the office of an Independent Director of the Company to hold office for five consecutive years for a period from 12th November 2021 to 11th November 2026 and shall not retire by rotation.

Mr. Dipesh Fulchand Gundesha (DIN: 09380797) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, and has given her consent to act as a Director.

As per Section 149 of the Act, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and shall not be included in the total number of Directors for retirement by rotation.

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Website: www.chartered.co.in Email Id: cs@chartered.co.in Tel:-079-26891752-53-54-55

CIN No. L74140GJ1995PLCO26351

The Company has also received a declaration from Mr. Dipesh Fulchand Gundesha that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the Listing Regulations. Mr. Dipesh Fulchand Gundesha possesses appropriate skills, experience, and knowledge; inter alia, in Accountancy. In the opinion of the Board, Mr. Dipesh Fulchand Gundesha fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Dipesh Fulchand Gundesha is independent of the management.

The draft copy of the appointment letter of Mr. Dipesh Fulchand Gundesha as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during business hours on any working days between 10.00 a.m. to 5.00 p.m. and also available at the venue of Extra-Ordinary General Meeting.

He is not holding any equity shares of the Company and he is not related to any Director of the Company.

Accordingly, your directors recommend the Special Resolution mentioned in item no. 2 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relative except Mr. Dipesh Fulchand Gundesha is in any way concerned or interested in the above resolution.

ITEM NO. 3

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015"), as amended from time to time, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholder subject to fulfillment of conditions provided therein.

The Company had received a letter from the following persons requesting re-classification from the category of "Promoters / Promoter Group" to "Public Category".

Name(s	Name(s) of Shareholders seeking reclassification from 'Promoter/ Promoter Group' to 'Public':			
Sr. No.	Name of Shareholders	Number of Shares Held at the time of intimation for reclassification		
1	Rajendra Gyanchand Gandhi	58,12,000	5.85	
2	Santoshben Rajendra Gandhi	28,94,000	2.91	

Based on the letter received from the above promoter person, the matter was discussed by the Board of Directors at their meeting held on 12th November 2021 and Board decided to get the above promoter/promoter group person reclassified from the Promoter Category to "Public Category" with the approval of stock exchanges Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations") is the main regulation which deals with the reclassification of promoter shareholding into public shareholding.

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CIN No. L74140GJ1995PLCO26351

It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following main conditions are satisfied.

- (i) Upon receipt of a request from the concerned listed entity or the concerned Shareholders.
- (ii) Upon receipt of all relevant evidence to be provided.
- (iii) On BSE being satisfied with the Compliance of conditions mentioned in Regulation 31A.

Regulation 31A (7) (any other manner) means with the consent of the person who wants to change reclassification. A reclassification may also be permitted by the stock exchanges under the main Listing Regulation No, 31A (2) itself read with the additional condition specified under the Regulation 31A (7) of Listing Regulation, the total of conditions under the two sub regulations are as follows:

- (i) A request for reclassification to be made by the concerned listed entity or by the concerned shareholders/ to stock exchanges.
- (ii) All relevant evidence to be provided.
- (iii) Reclassified promoter shall not directly or indirectly exercise control over the affair of the company.
- (iv) Increase in the level of public shareholding pursuant to the reclassification of promoters shall not be considered towards achieving compliances with the minimum public Shareholding requirement under Rule 19 A of the Securities Contracts (Regulation) Rule, 1975 and
- (v) The event of reclassification shall be disclosed to the Stock exchange as a material event under the provisions of Listing Regulations.

The applicants have confirmed that they comply with the requirements of Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015 as below –

- (i) They, together with do not hold more than ten percent of the total Voting Rights in the Company;
- (ii) They do not exercise control over the affairs of the Company directly or indirectly;
- (iii) They do not have any special rights concerning the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) They do not represent on the Board of Directors (including not having a nominee director) of the Company;
- (v) They do not act as a key managerial person in the Company;
- (vi) They are not willful defaulters as per the Reserve Bank of India Guidelines;
- (vii) They are not fugitive economic offenders.

Further, applicants have confirmed that after reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the SEBI Listing Regulations, 2015

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your directors recommend the passing of the Resolution as an Ordinary Resolution.

None of the Directors /Key Managerial Personnel or relatives of any of the Directors/ Key Managerial Personnel of your Company are in any way concerned or interested in the resolutions set out in the notice. Your directors recommend the resolutions set out in the notice for your approval.

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CIN No. L74140GJ1995PLCO26351

By Order of the Board of Directors **CHARTERED LOGISTICS LIMITED** Sd/-

SHEETAL SHARMA

Company Secretary & Compliance Officer

ACS: 49272

REGISTERED OFFICE:-

Place: Ahmedabad

Date: 12-11-2021

Chartered House, 6, Dada Estate, Sarkhej-Sanand Chokdi, Sarkhej, Ahmedabad-382210, Gujarat E-mail: cs@chartered.co.in

Website: www.chartered.co.in

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CIN No. L74140GJ1995PLCO26351

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies \overline{Act} , 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

DT C 7 1				
Name of Member				
Registered Addre	ess :			
E-Mail Id	:			
Folio No/ Client	ld :			
DP ID	:			
ippoint.	member (s) of	share	es of the above-named C	Company, hereby
1. Name				
Address				
E-mail Id		Signature		
	or failing him/her	Signature		
2. Name				
Address				
E-mail Id		Signature		
	or failing him/her	Signature		
3. Name				
Address				
E-mail Id		Signature		
		Signature		
Company to be h	to attend and vote for me/us and on reld on Wednesday, 15th December, 2 medabad-380059, Gujarat and at any	021 at 10:00 a.	.m. at B/502, Stellar, Opp	p. Arista, Sindhı
Special Busines				A CC:
1				
2	Appointment of Mr. Dipesh Fulchand Gundesha (DIN: 09380797) as an Independent Director			
3	Re-Classification of the Shareholders From "Promoter and Promoter Group" Category to "Public" Category			
As witness my /	our hand(s) this day of	2021.		
Signature of Shareholder: Signature of Proxy:				
NOTE:		mad 4 t = 3	omeniked at the Desisters	od Office of Alex

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

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Name & Address of the Registered Shareholder

CIN No. L74140GJ1995PLCO26351

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

(Joint shareholders may obtain additional Slip at the venue of the meeting)

DP. Id.		/ Proxy		
Regd. Folio No.				
No. of Shares				
certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company. Thereby record my presence at the Extra-Ordinary General Meeting of the Company being held on Wednesday, 15th December, 2021 at 10:00 a.m. at B/502, Stellar, Opp. Arista, Sindhu Bhavan Road, Ahmedabad-380059, Gujarat.				
Name of Sharehold	ler/Proxy:			
Signature of Share	holder/Proxy:			

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CIN No. L74140GJ1995PLCO26351

Route Map EGM Venue of: -

EGM of Chartered Logistics Limited.

B-502, Stellar, Opp, Arista, Sindhu Bhavan Road, Ahmedabad-380059 At 10:00 A.M, Wednesday,15th December 2021



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