



# CHALLANI CAPITAL LIMITED

(Formerly Indo Asia Finance Limited)

Regd. Office :

No.15, New Girdi Road,  
(Opp. Hotel Accord),  
Off G.N. Chetty Road,  
T.Nagar, Chennai - 600 017.  
Tel : +91 44 2834 2111  
Web : www.challanicapital.com  
CIN No. : L65191TN1990PLC019060  
GSTIN : 33AAACI2117D1ZD

28<sup>th</sup> May, 2024

Scrip ID: CHALLANI  
Scrip Code: 530747

To,

Department of Corporate Service  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Fort Mumbai – 400001

Sub.: Annual Secretarial Compliance Report.

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulations 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith the Annual Secretarial Compliance report for the financial year ended 31<sup>st</sup> March 2024.

Kindly take the same on record and acknowledge.

Thanking you,  
Yours faithfully  
For CHALLANI CAPITAL LIMITED

V. SUNDAR  
Company Secretary



**R.ALAGAR**, B.Com., FCS  
Company Secretary

1E, Nithya Grandeur  
1A, Kannan Nagar 3<sup>rd</sup> Main Road,  
Nanganallur, Chennai-600061  
Ph. 044-22243194  
Mobile: 9940682194  
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To,  
The Board of Directors  
Challani Capital Limited  
CIN: L65191TN1990PLC019060  
No.15, New Giri Road, T.Nagar,  
Chennai - 600017.

I have been engaged by **Challani Capital Limited** (hereinafter referred to as 'the Company') whose equity shares are listed on BSE Limited (Script Code: 530747) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance of the provisions of Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all SEBI Act, SCRA and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon. This is neither an audit nor an expression of opinion.

My review was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Annual Secretarial Compliance Report in the format prescribed is enclosed herewith.

Place: Chennai  
Date: 28-05-2024

  
Signature:  
Name of Company Secretary: **R.Alagar**  
C.P.No.3913  
**UDIN - F004720F000475300**  
**PR No.I2001TN218300**



**SECRETARIAL COMPLIANCE REPORT OF CHALLANI CAPITAL  
LIMITED FOR THE YEAR ENDED MARCH 31, 2024**

**[Under regulation 24A of the SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015]**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Challani Capital Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at No.15, New Giri Road, T.Nagar, Chennai – 600017, Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, R. Alagar, Practicing Company Secretary, have examined:

- all the documents and records made available to us and explanation provided by **Challani Capital Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2024 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable for the year under review.
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not applicable for the year under review.
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable for the year under review.
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable for the year under review
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable for the year under review
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible) Regulations, 2021; Not applicable for the year under review
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not applicable for the year under review
- Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; Not applicable for the year under review
- The Securities and Exchange Board of India (Registrars to an Issue and Transfer Agents) Regulations, 1993, regarding Companies Act and dealing with client;
- Securities and Exchange Board of India (Depository Participant) Regulations, 2018; Not applicable for the year under review.

and circulars/ guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended below

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations
	<p><u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil



	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> </ul> <p>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/guidelines issued by SEBI</p>	Yes	Nil
	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	Nil
	<p><u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	Nil
	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u></p> <ol style="list-style-type: none"> <li>Identification of material subsidiary companies</li> <li>Disclosure requirements of material as well as other subsidiaries</li> </ol>	NA	The listed entity has no subsidiaries
	<p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	Nil
	<p><u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations, 2015</p>	Yes	Nil



	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	Nil
	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The board of Directors has Implemented a structured digital database that is to be maintained under this regulation and updation of information is available from Oct 2023.
	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	Actions taken are mentioned in the below table.
	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	Nil

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Yes  NA  Yes	Nil
2	<b>Other conditions relating to resignation of statutory auditor</b>		
	1) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: i) In case of any concern with the management of the listed entity/material subsidiary such as non- availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. ii) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	No  No	



	<p>iii) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>2) Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provide information as required by the auditor.</p>	No	
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

Sr.No.	Compliance Requirement (Regulation s/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks



1.	Non-compliance of Nomination and Remuneration Committee	Reg 19(1) of SEBI (LODR)	NA	BSE (Stock Exchange)	The BSE has imposed penalty and frozen the promoters demat account.	All the members of the committee should be Non-Executive Directors.	Rs. 2,12,400.	The Chairman of the Company can be the member of the committee and the listed entity has complied with the provision.	The Company has applied for waiver	The Waiver application is pending and the frozen promoters demat accounts are released.
2.	Delay in/ non-disclosure of record date/ dividend declaration or non-compliance with ensuring the prescribed time gap between two record dates/ book Closure	Regulation 42(2)/42(3)/ 42(4)/42(5)	NA	BSE (Stock Exchange)	The BSE has imposed penalty.	The Company has not intimated the book closure date in the separate category to BSE	Rs. 10,000	The Company has intimated the book closure date along with AGM intimation.	NA	The Company complied with the regulation except intimating in the particular category.



3.	Non submission of the Annual report within the period prescribed under the Regulation.	Regulation 34	NA	BSE (Stock Exchange)	The BSE has imposed penalty.	The Company has not submitted the Annual report within the prescribed time as per the regulation 34.	Rs.1,15,640	The Company has submitted the Annual report as require under the Regulation.	The Company has applied for waiver.	The Waiver application is in pending.
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The listed entity has taken the following actions to comply with the observations made in previous reports: **The observation in the report for the previous year has been complied by the Company in the previous year i.e., 2023-24 itself.**

Place: Chennai  
Date: 28-05-2024

Signature:   
Name of Company Secretary: **R. Alagar**  
C.P.No.3913  
**UDIN - F004720F000475300**  
**PR No.I2001TN218300**

