



CHARTERED LOGISTICS LIMITED

CIN No.L74140GJ1995PLCO26351

REG. OFFICE: B/501, STELLAR, OPP. ARISTA, SINDHUBHAVAN ROAD, AHMEDABAD-380059

. www.chartered.co.in, Email:-cs@chartered.co.in, Tel:-079-26891752

May 30, 2024

To
Department of Corporate Services,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

BSE Code: 531977

Sub.: Annual Secretarial Compliance Report under Regulation
24(A) of SEBI (Listing Obligations And Disclosure Requirements)
Regulations, 2015

Dear Sir/Madam,

The Annual Secretarial Compliance Report under Regulation 24 (A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") for the year ended on March 31, 2024 from Yash Mehta and Associates, Company Secretaries, is enclosed herewith.

Kindly acknowledge the receipt of the same.

Thanking You
For, Chartered Logistics Limited

HIRVITA
ROHAN SONI

Digitally signed by
HIRVITA ROHAN SONI
Date: 2024.05.30
15:27:12 +05'30'

Hirvita Shah
Company Secretary & Compliance Officer
Encl: As Above

- **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.



**ANNUAL SECRETARIAL COMPLIANCE REPORT
CHARTERED LOGISTICS LIMITED
CIN: L74140GJ1995PLC026351
FOR THE YEAR ENDED ON 31ST MARCH, 2024**

We, M/s. Yash Mehta and Associates, Practicing Company Secretaries have examined:

- 1) all the documents and records made available to us and explanation provided by **CHARTERED LOGISTICS LIMITED** CIN:L74140GJ1995PLC026351 ("the listed entity"),
- 2) the filings/ submissions made by the listed entity to the stock exchanges,
- 3) website of the listed entity,
- 4) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2024 ("Review Period") in respect of compliance with the provisions of:

- i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- ii) 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 for the financial year ended 31.03.2024 ("Review Period"), have been examined, and include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

However, regulations mentioned above under clause (d), (e), (f) & (g) are not applicable to the Company during the review period; and based on the examination of documents/information received electronically

- a) 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	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation /Remarks of the PCS	Management Response	Remarks
1.	SEBI (Listing Obligations and Disclosures	Regulation 30	The Company has Disclosed Outcome	-	-	The Company made disclo	-	The Company made disclos	Due to internet glitch, we were late by 4	Delay was due to technical



	e Requirements) Regulations, 2015		of Board meeting held on 12.08.2023 for Disclosure of Financial Result of Quarter ended 30.06.2023 to Stock Exchange with delay of 4 minutes			sure with delay of 4 Minutes for Disclosure of Financial Result of Quarter ended 30.06.2023.		ure with delay of 4 Minutes Regulation 30 for Disclosure of Outcome of Board Meeting for Financial Result of Quarter ended 30.06.2023.	minutes to upload outcome of the Board Meeting which is not material .	glitch and not intentional
2	SEBI (Prohibition of Insider Trading) Regulations, 2015	Closure of Trading Window	The Company has not closed the Trading Window for the Quarter 01.04.2023 to 30.06.2023 as per Regulation.			The Company has not closed the Trading Window for the Quarter 01.04.2023 to 30.06.2023	-	The Company has not closed the Trading Window for the Quarter 01.04.2023 to 30.06.2023 as per Regulation.	Trading window was closed, intimation by way of Notice of Board Meeting was given to stock exchange and mails were sent to designat	Though the separate intimation was not done on exchange the same has already been intimated



						as per Regulation.			e persons. However , Intimation under SEBI(Prohibition of Insider Trading) Regulations, 2015 was left.	buy way of Notice of BM
3.	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Regulation 31(4)	The Company has not made disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in Financial Year 2023-24.			The Company has not made disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in	-	The Company has not made disclosure of encumbered shares under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in Financi	4 promoters have already sent mail as on 14.05.2024 and 15.05.2024 respectively. We are constantly trying to reach the rest of the 2 promoters for the compliance.	-



						Financial Year 2023-24.		al Year 2023-24.		
4.	SEBI (Prohibition of Insider Trading) Regulations, 2015	Regulation 3(5) & 3(6)	The Company has not provided the Structured Digital Database (SDD) Compliance Certificate for the Quarter ended 30.06.2023 and 30.09.2023.			The Company has not provided the Structured Digital Database (SDD) Compliance Certificate for the Quarter ended 30.06.2023 and 30.09.2023.		As per the Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 The Company has not provided the Structured Digital Database (SDD) Compliance Certificate for the Quarter ended 30.06.2023 and 30.09.2023.	The Company erroneously did not submit the Certificate as per the Regulation.	



b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of the PCS	Management Response	Remarks
1.	SEBI Listing (Obligations and Disclosure Requirements) Regulations 2015	Regulation 46	The Company does not have working Website and the Website of the Company was crashed.	-	-	The Company does not have working Website and the Website of the Company was crashed. The Company has intima	-	The Company Does not have working Website .	It is clarified by the Management that the said issue were resolved and the Website of the Company was operational.	-



						ted to the Stock Excha nge on 22.04. 2023 about the said event.				
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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.	Compliances with the following conditions while appointing/re-appointing an auditor		
	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	NA	-
	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.		
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) 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.</p> <p>b) 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 /</p>	NA	-



	<p>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.</p> <p>c) 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>ii. Disclaimer in case of non-receipt of information:</p> <p>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 provided information as required by the auditor.</p>		
3.	<p>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.</p>	NA	-

We hereby report that, during the review period the compliance status of the listed entity is appended as below:



Sr. No	Particulars	Compliance Status (Yes/No/N.A.)	Observation/Remarks by PCS
1	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	-
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI	Yes	-
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the	Yes	-



	website.		
4	<u>Disqualification of Directors:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> a) Identification of material subsidiary companies b) Disclosure requirements of material as well as other subsidiaries	NA	-
6	<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.	Yes	-
7	<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/during the financial year as prescribed in SEBI Regulations.	YES	-
8	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit	YES	-



	<p>Committee for all the related party transactions.</p> <p>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	NA	
9	<p><u>Disclosure of events or information:</u></p> <p>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.</p>	YES	-
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	NO	The Company has not provided the Structured Digital Database (SDD) Compliance Certificate for the Quarter ended 30.06.2023 and 30.09.2023.
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions have been 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.</p>	YES	As informed by the management, no actions were taken against the Company/ its promoters/ directors / subsidiaries either by SEBI or by BSE & CSE under SEBI Regulations and circulars/ guidelines issued there



			under during the review.
12	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note, etc.	NA	No non-compliance has been observed during the Review Period.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

Yash J. Mehta

**YASH MEHTA
PROPRIETOR
FOR YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES
FCS No.: 12143 C. P. No.: 16535
PEER REVIEW NUMBER: 1269/2021
UDIN:F012143F000489391**

Date : 29.05.2024
Place : Ahmedabad