



# MISHRA & ASSOCIATES

## Company Secretaries

Office: G/17, Washington Plaza, Topiwala Lane, Goregaon (West), Mumbai - 400 062.

Email: office@mishraandassociates.in Cell: 9773-478-068/ 9022-616-809

### Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I, have examined the registers, records and books and papers of **Total Transport Systems Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on **March 31, 2021**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act is Public Limited (Indian Non- Government) Company Limited by shares. The shares of the Company is Listed on National Stock Exchange (Migrated from SME Platform of National Stock Exchange of India to Main Board of National Stock Exchange on August 28, 2020);
  2. As per information and according to the examinations carried out by me and explanations furnished to me by the management of the Company, maintenance of registers/records as stated in **Annexure - A** & making entries therein within the time prescribed there for;
  3. Company has filed its forms and returns with Registrar of Companies and other authorities for the period ended March 31, 2021, within the prescribed time limit and wherever documents filed late, the additional filing fees has been paid;
  4. Calling / Convening / Holding Meetings of the Board of Directors or its Committees, if any, and meetings of the members of the Company as stated in the Annual Return in respect of which proper notices were given and the proceedings and resolutions passed, if any, have been properly recorded in the Minute Book / Registers maintained for the purpose and the same have been signed;



5. Company has closed its registers of Members and Share Transfer Books from 2<sup>nd</sup> December, 2020 to 8<sup>th</sup> December, 2020 for 25<sup>th</sup> Annual General Meeting of the Company.
6. As per information provided by the management of the Company, and details provided in the Audited Financials Statement, Company has entered into contracts and arrangements with the related parties on arm's length basis and in ordinary course of business and provided necessary disclosures in Annual Report and submitted declaration in Form AOC-2 wherever necessary.
7. There were no Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances;
8. The Company has not keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
9. The Company has not declared dividend and there were no transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
10. The Management of the Company declared that, signing of audited financial statement is as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
11. The Board is properly constituted. There was no appointment of Managers or Alternate Directors or filling up of casual vacancies.

The disclosure of the Directors, Key Managerial Personnel has been provided by the Directors and / or Key Managerial Personnel as per the provisions of the Act and the remuneration paid to them was in accordance with the provisions of Companies Act, 2013, wherever required read with rules made thereunder.

12. During the year under review, Company has appointed M/s. SCMK & Co. LLP as Statutory Auditor of the Company w.e.f. from 12<sup>th</sup> November, 2021 to fill the casual vacancy arising out of resignation of M/s. D.B. Ketkar & Co;
13. No approvals required to be taken from the Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act during the year under review;
14. The Company has not Accepted / Renewed deposits;

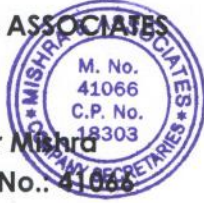




15. Company has taken necessary approvals from members wherever required and the borrowings made by the Company during the audit period are well within the Limit Set out in the by the said resolutions;
16. The Company has complied with the provisions of Section 186 of the Act in respect of loans and investment or guarantees given or securities provided to other body corporate or persons falling under the provisions of Section 186 of the Companies Act, 2013, for the year under review;
17. There was no Alteration of the provisions of the Memorandum and / or Articles of Association of the Company;

For MISHRA & ASSOCIATES

*M. Manish*



Manishkumar Mishra

Membership No.. 41066

COP: 18303

UDIN: A041066C001540465

Place: Mumbai

Date: 25.11.2021



# MISHRA & ASSOCIATES

## Company Secretaries

Office: G/17, Washington Plaza, Topiwala Lane, Goregaon (West), Mumbai - 400 062.

Email: office@mishraandassociates.in Cell: 9773-478-068/ 9022-616-809

### ANNEXURE – A

Sr. No.	Name of Registers	Section Applicable (if any)
1	Register of Charge	Section 85 and Rule 7 of the Companies (Registration of Charges) Rules, 2014
2	Register of Members	Section 88 (1) and Rule 3 (1) of the Companies (Management and Administration) Rules, 2014
3	Register of Transfer	-
4	Attendance Register of Board Meetings	-
5	Attendance Register of Committee Meetings	-
6	Attendance Register of Annual General Meetings	-
7	Register of Directors, KMPs, and their Shareholdings	Section 170(1) and Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014
8	Register of Loans, Guarantee, Security and Acquisition made by the Company	Section 186 and Rule 12 of the Companies (Meeting of Board and its Powers) Rules, 2014
9	Register of recording of disclosure of interest received and contracts with body corporate in which directors are interested	Section 189 and Rule 16 of the Companies (Meeting of Board and its Powers) Rules, 2014
10	Books of Accounts	-
11	Copies of Annual Returns	Section 92

For MISHRA & ASSOCIATES

*M. Anish*



Mahishkumar Mishra

Membership No.: 41066

COP: 18303

UDIN: A041066C001540465

Place: Mumbai

Date: 25.11.2021