

MMJB & Associates LLP

Company Secretaries

803-804, Ecstasy, City of Joy, JSD Road, Mulund - West, Mumbai - 400080, (T) 21 678100

Secretarial Compliance Report of Total Transport Systems Limited For Financial year ended March 31, 2022

To
The Members,
Total Transport Systems Limited
7th Floor, T-Square, Off. Chandivali petrol Pump,
Sakinaka Andheri (East), Mumbai - 400072

We, M/s. MMJB & Associates LLP, Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by Total Transport Systems Limited ('the listed entity'),

(b) the filings/ submissions made by the listed entity to the Stock Exchanges,

(c) website of the listed entity,

(d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on March 31, 2022 ('Review Period') in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and

(b) 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, 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; **(Not Applicable to the Company during the Review Period)**
- 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; **(Not Applicable to the Company during the Review Period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Review Period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Review Period)**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with listed entity;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018;

and circulars/ guidelines issued thereunder and also SEBI Circular CIR/CFD/CMD1/114/2019 dated 18/10/2019 regarding Resignation of statutory auditors from listed entities and their material subsidiaries;

and based on the above examination, we hereby report that, during the Review Period:

- (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:

| Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Deviations | Remarks of the Practicing Company Secretary |
|--|--|--|
| Regulation 17(2) and Regulation 18(2)(a) of Listing Regulations i.e. The Board and Audit Committee shall meet with a maximum time gap of one hundred and twenty days between any two meetings. | The gap between two Board and Audit Committee Meeting is more than 120 days. | The Board and Audit Committee meeting held in a gap of 136 days from the last Board and Audit Committee meeting. |

| | | |
|---|---|---|
| Regulation 24A of Listing Regulation i.e. Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report, with the annual report of the listed entity | Secretarial Audit Report of Material Subsidiary is not annexed | The Annual Report of CP World Logistics India Private Limited, material subsidiary of the Company is not annexed with the annual report of listed entity. |
| SEBI Circular SEBI/HO/ISD/ISD/CIR/P/202 dated September 09, 2020 (System Driven disclosure) Listed entity shall provide the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) with Designated depository on the same day. | The details of Designated persons in system driven disclosure is not updated on the same day. | The Company has updated details of designated persons with the designated depository in delay. |

(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.

(c)The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

| Sr. No. | Action taken by | Details of violation | Details of action taken <i>E.g. fines, warning letter, debarment, etc.</i> | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|--|--|
| NIL | | | | |

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

| Sr. No | Observations of the Practicing Secretary in the Company in the previous reports | Observations made in the secretarial compliance report | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|---|--|--|--|
| Not Applicable | | | | |

MMJB & Associates LLP
Company Secretaries

Omkar Dindorkar
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CP: 24580
PR: 904/2020
UDIN: A043029D000438809
Date: May 30, 2022
Place: Mumbai