



# MISHRA & ASSOCIATES

## Company Secretaries

Office: B/31, 6<sup>th</sup> Floor, Chaddha Apartments, Telli Gully Cross Lane, Andheri (East), Mumbai - 400 069.  
Email: mishragaamiassociates@gmail.com Cell: 9773-478-068/ 9022-616-809

### Secretarial Compliance report of Total Transport Systems Limited

*For the Financial Year March 31, 2025*

I, Manishkumar Premnath Mishra, Proprietor of M/s Mishra & Associates, a Firm of Practicing Company Secretaries, have been appointed by Company to submit the Annual Secretarial Compliance Report pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2025

I 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 financial year ended March 31, 2025 ("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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;





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**Provisions of the following Regulations and Circulars/ Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and circulars/ guidelines issued thereunder were not applicable to the Company during the Review Period:**

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

and circulars/guidelines/relaxations and amendments issued thereunder 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 as specified in **Annexure 1**.
  - (b) The listed entity has taken the actions to comply with the observations made in previous reports as annexed in **Annexure-2**.
- 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/NA)	Observations / Remarks by PCS*
i.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-





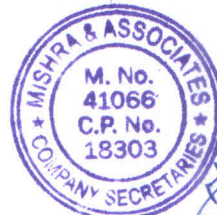
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ii.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable of the listed entities.</li><li>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</li></ul>	Yes	-
iii.	<b>Maintenance and disclosures on Website:</b> <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  Yes  Yes	-
iv.	<b>Disqualification of Director:</b> <p>None of the Director of the Listed Entity are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
v.	<b>Details related to subsidiaries of listed entities have been examined w.r.t:</b> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes  Yes	-  -
vi.	<b>Preservation of Documents:</b> <p>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	-







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vii.	<b>Performance Evaluation:</b> 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	Yes	-
viii.	<b>Related Party Transactions:</b> (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  NA	The listed entity has obtained prior approval of Audit Committee for all related party transactions
ix.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	-
x.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
xi.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions has 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.	Yes	NSE has imposed a penalty of Rs. 5,000/- as the Company has submitted the disclosure required under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to related party transactions with a delay of one (1) day
xii.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and /or its material subsidiary(ies) has /have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	N.A.	There was no resignation of statutory auditors from the Company or its material subsidiaries during the year under review.



*[Handwritten signature]*



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xiii.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A.	No Such Non - Compliance
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We further, report that the compliance related to disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations is not applicable to the listed entity.

### 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 certify 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 Accounts of the listed entity.
4. 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

For Mishra & Associates  
Company Secretaries

*Manish*



Manishkumar Premnath Mishra  
(Proprietor)

Mem. No.: 41066 COP: 18303

P.R. No.: 2157/2022

UDIN: A041066G000437044

Date: 26<sup>th</sup> May, 2025

Place: Mumbai



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## Annexure 1

Sr. No.	Compliance Requirement (Regulations/)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing	Management Response	Remarks
1.	The listed entity shall make disclosure of Related Party Transactions every six months on the date of publication of its standalone and consolidated financial results	Regulation 23 (9) of SEBI (Listing Obligation and Disclosure Requirements) 2015	The Company has submitted the disclosure required under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to related party transactions with a delay of one (1) day.	NSE	Fine	The Company has submitted the disclosure required under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to related party transactions with a delay of one (1) day.	5,000/-	The Company has submitted the disclosure required under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to related party transactions with a delay of one (1) day.	"The Board of Directors acknowledged the fine levied by NSE and emphasized the necessity for heightened diligence in ensuring timely compliance with regulatory requirements. Additionally, the Board suggested that the Company should be more conscious of regulatory requirements, strictly adhere to the timelines prescribed, and adopt a backward planning approach to ensure timely submissions and prevent recurrence of such violations."	-



*[Signature]*





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## Annexure 2

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous report	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviation	Action Taken By	Type of Action	Details of violation	Fine Amount	Remedial Action, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the listed entity	Management Response
1.	In few instances website of the Company was not updated within prescribed time.	The listed entity shall update any change in the content of its website within two working days from the date of such change in content	Regulation 46 (3) (b) of SEBI (Listing Obligation and Disclosure Requirements) 2015	In few instances website of the Company was not updated within prescribed time	-	-	In few instances website of the Company was not updated within prescribed time	-	Company have updated the website.	-	-



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